

P15310

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

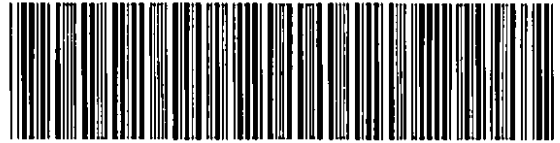
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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STATE
DIVISIONS
20 APR 13 AM 9:51

APR 27 2020

D CUSHING

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Change of Name and Jurisdiction for 21st Century Preferred Insurance Company

Name of Corporation

DOCUMENT NUMBER: P15310

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Julie Meaders

Name of Contact Person

Trisura Insurance Company

Firm/Company

210 Park Avenue, Suite 1400

Address

Oklahoma City, OK 73102

City/State and Zip Code

julie.meaders@trisura.com

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

For further information concerning this matter, please call:

Julie Meaders

405

620-3360

Name of Contact Person

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

RECEIVED
DIVISION OF CORPORATIONS
JUL 10 2010
10:00 AM

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)

P15310

(Document number of corporation (if known))

1. 21st Century Preferred Insurance Company

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

2. Pennsylvania

(Incorporated under laws of)

3. July 23, 1987

(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? January 24, 2020

5. Trisura 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.

(New duration)

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

Oklahoma

(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

Corporation Service Company

1201 Hays Street

(Florida street address)

New Registered Office Address:

1201 Hays Street, Tallahassee, FL

(City)

Florida 32301

(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.

Deb Reeves

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>
President	Michael Beasley	210 Park Avenue, Suite 1400,	<input checked="" type="checkbox"/> Add
		Oklahoma City, OK 73102	<input type="checkbox"/> Remove
Exec. Vic	Eileen Sweeney	210 Park Avenue, Suite 1400,	<input checked="" type="checkbox"/> Add
		Oklahoma City, OK 73102	<input type="checkbox"/> Remove
Director	Jimmy Doyle	210 Park Avenue, Suite 1400,	<input checked="" type="checkbox"/> Add
		Oklahoma City, OK 73102	<input type="checkbox"/> Remove
Director	David Clare	210 Park Avenue, Suite 1400,	<input checked="" type="checkbox"/> Add
		Oklahoma City, OK 73102	<input type="checkbox"/> Remove
Director	David Scotland	210 Park Avenue, Suite 1400,	<input checked="" type="checkbox"/> Add
		Oklahoma City, OK 73102	<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)

Michael Beasley

(Typed or printed name of person signing)

President + CEO

(Title of person signing)

FILING FEE \$35.00

OFFICE OF THE SECRETARY OF STATE



CERTIFIED COPY OF ALL DOCUMENTS ON FILE

CERTIFICATE

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that, to the date of this certificate, the attached is a true and correct copy of all documents on file in this office as described below of:

NAME OF ENTITY
TRISURA INSURANCE COMPANY

DOCUMENT TYPE	DOCUMENT FILING DATE
<i>Certificate of Incorporation</i>	<i>January 24, 2020</i>
<i>Restated Certificate Of Incorporation</i>	<i>February 21, 2020</i>
<i>With Increase In Stock</i>	
<i>Amended Certificate of Incorporation</i>	<i>January 24, 2020</i>
<i>with Increase in Stock</i>	



IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 26th day of February, 2020.

[Signature]

Secretary Of State

OFFICE OF THE SECRETARY OF STATE



**RESTATED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Restated Certificate of Incorporation of

TRISURA INSURANCE COMPANY

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
21st day of February, 2020.*

A handwritten signature in cursive script, appearing to read "Michael Rogers", is written over a horizontal line.

Secretary of State

02/21/2020 02:20 PM
OKLAHOMA SECRETARY OF STATE

FILED - Oklahoma Secretary of State #3112812036 02/21/2020



SOS



43865590002

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
for
TRISURA INSURANCE COMPANY

RECEIVED
FRONT DESK

FEB 21 2020

OKLAHOMA INSURANCE DEPT.

FINANCIAL DIVISION
APPROVED AS TO FORM

FEB 21 2020

INSURANCE COMMISSIONER
OKLAHOMA

STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA) ss

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA;
TO THE INSURANCE COMMISSIONER OF THE STATE OF OKLAHOMA:

We, the undersigned Officers of Trisura Insurance Company:

Michael Beasley	210 Park Ave., Ste. 1400	Oklahoma City, OK 73102
Paul Kopecky	210 Park Ave., Ste. 1400	Oklahoma City, Ok 73102

being persons elected as their respective official positions with the Corporation and being persons legally competent to enter into contracts, for the purpose of amending the Certificate of Incorporation under the Oklahoma Insurance Code and the Business Corporation Act of the State of Oklahoma, do hereby adopt the following Amended Certificate of Incorporation for Trisura Insurance Company:

ARTICLE I.

As Restated:

The name of this corporation shall be Trisura Insurance Company.

ARTICLE II.

As Restated:

- (a) The address of the corporation's registered office in the State of Oklahoma is Oklahoma Tower, 210 Park Avenue, Suite 1400, Oklahoma City, Oklahoma 73102, in Oklahoma County.
- (b) The corporation's principal place of business shall be located in the Oklahoma Tower at 210 Park Avenue, Suite 1400, Oklahoma City, Oklahoma 73102.

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FEB 21 2020

OKLAHOMA SECRETARY
OF STATE

ARTICLE III.

As Amended:

The purpose of the Corporation shall be to engage in the business of insurance as a property, marine, vehicle, casualty, property, workers compensation, accident, health, sickness and non-bail surety insurance company as allowed by 36 O.S. Sections 703, 704, 705, 706, 707, 708, respectively and other types of insurance as permitted by the Oklahoma Insurance Code and the laws of the State of Oklahoma for this type of Company. Said insurer is an Insurance corporation and may engage, within and outside the State of Oklahoma, in all lawful business for which insurance corporations may be incorporated under the laws of the various jurisdictions within which it is licensed.

ARTICLE IV.

As Restated:

The period of existence and duration of this Corporation shall be perpetual.

FINANCIAL DIVISION
APPROVED AS TO FORM

FEB 21 2020

INSURANCE COMMISSIONER
OKLAHOMA

ARTICLE V.

As Restated:

The corporation shall have authority to issue one hundred thousand (100,000) shares of common stock, par value one hundred dollars (\$100.00) per share (the "Common Stock"), which shares shall be of one class with uniform rights, none of which shall be subject to assessment.

ARTICLE VI.

As Restated:

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

ARTICLE VII.

As Restated:

The board of directors shall consist of at least three (3) but not more than fifteen (15) directors as may be provided in the Bylaws.

The following persons are named as directors of the Company to serve until the next annual meeting of the Company and until their successors are elected and duly qualified:

Name

Address

David Clare	210 Park Avenue, Oklahoma City, OK 73102
Greg Morrison	210 Park Avenue, Oklahoma City, OK 73102
James G. Doyle	210 Park Avenue, Oklahoma City, OK 73102
Eileen M. Sweeney	210 Park Avenue, Oklahoma City, OK 73102
Michael Beasley	210 Park Avenue, Oklahoma City, OK 73102

ARTICLE VIII.

As Restated:

Shares of the Common Stock may be issued at a price determined by the Board 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 preformed, 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 shares are issued for other than money, the value of the consideration shall be determined by or in a manner provided by the Board of Directors. Consideration for shares shall be provided or paid to the corporation or as ordered by the Board of Directors.

ARTICLE IX.

As Restated:

To the fullest extent permitted by Oklahoma law, as now in effect and as amended from time to time: (a) A director of this Corporation shall not be personally liable to this Corporation or its shareholders for money damages, and the Corporation shall indemnify such director against liability (as defined in Oklahoma General Corporation Act) to any person, for any action taken, or any failure to take action, as a director except for liability for (a) the amount of a financial benefit receive by a director to which he is not entitled. (b) an intentional infliction of harm on the corporation or the shareholders, (c) a violation of Oklahoma General Corporation Act, or (d) an intentional violation of criminal law. If the Oklahoma General Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Oklahoma General Corporation Act, as so amended. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X.

As Restated:

There shall be no limitations on the Company's right and power to incur indebtedness.

ARTICLE XI.

FINANCIAL DIVISION
APPROVED AS TO FORM

As Restated:

FEB 21 2020

The names and addresses of the Incorporators are as follows:


INSURANCE COMMISSIONER
OKLAHOMA

J. Angela Ables	201 Robert S. Kerr Avenue, Ste. 600, Oklahoma City, Oklahoma 73102
James W. Rhodes	201 Robert S. Kerr Avenue, Ste. 600, Oklahoma City, Oklahoma 73102
Amanda Rivera	201 Robert S. Kerr Avenue, Ste. 600, Oklahoma City, Oklahoma 73102
Shari J. Mounce	201 Robert S. Kerr Avenue, Ste. 600 Oklahoma City, Oklahoma 73102
Julie Meaders	210 Park Avenue, Ste. 1400 Oklahoma City, Oklahoma 73102

This Amended Certificate of Incorporation was adopted January 23, 2020 by the Board of Directors of the Corporation and approved by the vote of the sole shareholder pursuant to Oklahoma law, specifically 18 O.S. 2019 Section 1077, as follows:

Number of Outstanding Shares	Total Number of Votes Cast In Favor
100,000	100,000

The Board of Directors shall have the power to amend the Articles of Incorporation, subject to the requirements of the Oklahoma statutes.


That at a meeting of the Board of Directors, a resolution was duly adopted setting forth the foregoing proposed amendment(s) to the Certificate of Incorporation of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the shareholders of said corporation for consideration thereof.

That thereafter, pursuant to said resolution of its Board of Directors, a meeting of the shareholders of said corporation was duly called and held, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment(s).

Such amendment(s) was duly adopted in accordance with 18 O.S. § 1077.


IN WITNESS WHEREOF, we, the President and Secretary of the Corporation,
hereunto affix our signatures as of the 21st day of February, 2020.

TRISURA INSURANCE COMPANY



Michael Beasley
President

ATTEST



Paul Kopecky, Secretary

FINANCIAL DIVISION
APPROVED AS TO FORM


FEB 21 2020


INSURANCE COMMISSIONER
OKLAHOMA

STATE OF OKLAHOMA)
) ss
COUNTY OF OKLAHOMA)

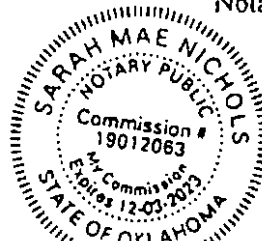
Before me, a Notary Public in and for said County and State on the 21st day of February, 2020, personally appeared Michael Beasley and Paul Kopecky to me known to be the identical persons who executed the foregoing Amended Certificate of Incorporation and acknowledged to me that they are the officers of Trisura Insurance Company and that they have executed this Amended Certificate of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth.

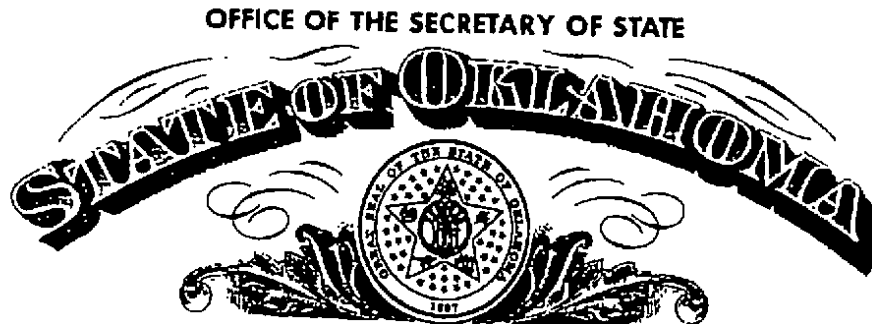
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above first written.



Notary Public

My Commission Expires: 12-03-2023





**AMENDED
CERTIFICATE OF INCORPORATION**

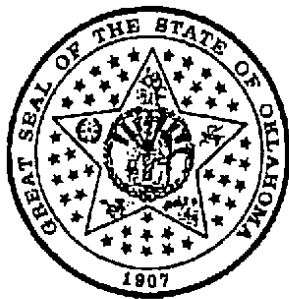
WHEREAS, the Amended Certificate of Incorporation of

TRISURA INSURANCE COMPANY

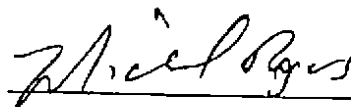
has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
24th day of January, 2020.*

A handwritten signature in cursive script, appearing to read "Michael Rogers", is written over a horizontal line.

Secretary of State

FINANCIAL DIVISION
APPROVED AS TO FORM

JAN 28 2020

INSURANCE COMMISSIONER
OKLAHOMA

FILED - Oklahoma Secretary of State #3112812036 01/24/2020
OKLAHOMA Secretary of State Electronic Filing

Amended Certificate of Incorporation

Document Number 43543360002 Submit Date - 1/24/2020

The undersigned Oklahoma corporation, for the purpose of amending its certificate of incorporation as provided by Section 1077 of the Oklahoma General Corporation Act, hereby certifies:

The name of the corporation is:

21ST CENTURY PREFERRED INSURANCE COMPANY

As amended: The name of the corporation has been changed to:

TRISURA INSURANCE COMPANY

The name of the registered agent and the street address of the registered office in the State of Oklahoma is:

MICHAEL BEASLEY

210 PARK AVE, SUITE 1400

OKLAHOMA CITY, OK 73102 USA

The date on which the amendment is to be effective, if it is to be effective after the filing date:

The duration of the corporation is:

Perpetual

The aggregate number of the authorized shares, itemized by class, par value of shares, shares without par value, and series, if any, within a class is:

Stock Type:

Common (Voting)

Number of Shares:

30000

Series:

Par Value Per Share:

\$100.000000

FINANCIAL DIVISION
APPROVED AS TO FORM

JAN 28 2020

INSURANCE COMMISSIONER
OKLAHOMA

Additional amendments to the Certificate of Incorporation are:

That at a meeting of the Board of Directors, a resolution was duly adopted setting forth the foregoing proposed amendment(s) to the Certificate of Incorporation of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the shareholders of said corporation for consideration thereof.

That thereafter, pursuant to said resolution of its Board of Directors, a meeting of the shareholders of said corporation was duly called and held, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment(s).

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 24th day of January, 2020 by :

I hereby certify that the information provided on this form is true and correct to the best of my

knowledge and by attaching the signature I agree and understand that the typed electronic signature shall have the same legal effect as an original signature and is being accepted as my original signature pursuant to the Oklahoma Uniform Electronic Transactions Act, Title 12A Okla. Statutes Section 15-101, et seq.

Signature:

Title:

MICHAEL BEASLEY

[End Of Image]

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation of

21ST CENTURY PREFERRED INSURANCE COMPANY

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
24th day of January, 2020.*

A handwritten signature in cursive script, reading "Michael Rogers", is written over a horizontal line.

Secretary of State



SOS

FILED - Oklahoma Secretary of State #3112812036 01/24/2020



43541120002

CERTIFICATE OF INCORPORATION

OF

21ST CENTURY PREFERRED INSURANCE COMPANYFINANCIAL DIVISION
APPROVED AS TO FORM

JAN 23 2020

INSURANCE COMMISSIONER
OKLAHOMAThe Honorable Glen Mulready
Oklahoma Insurance CommissionerRECEIVED
FRONT DESK

JAN 15 2020

The Honorable Michael Rogers
Oklahoma Secretary of State

OKLAHOMA INSURANCE DEPT.

The undersigned corporation (hereinafter referred to as the "Company" or the "Corporation", an insurance company formed originally on August 9, 1971 under and pursuant to the provisions of the Pennsylvania Business Corporation Act of the State of Pennsylvania, for the purpose of redomesticating the Company to the State of Oklahoma, retaining its original incorporation date in Oklahoma of August 9, 1971, effecting a change in the Company's status from that of a foreign to an Oklahoma domestic insurance company, all in accordance with the provisions of the Pennsylvania Business Corporation Act, the Pennsylvania Insurance Laws, the Oklahoma General Corporation Act and the Oklahoma Insurance Code does hereby state that we, the undersigned officers of 21st Century Preferred Insurance Company (the "Company") an Oklahoma corporation, being persons legally competent to amend the prior Articles of Incorporation and the five incorporators in the State of Oklahoma having power to incorporate the Company in the State of Oklahoma as a domestic insurer, do hereby execute and adopt the Following Certificate of Incorporation in accordance with the Oklahoma Statutes, 2019, 36 O.S. Section 606.1 and 18 O.S. Section 1080 of the Oklahoma General Corporation Act and does hereby state as follows:

ARTICLE I.

The name of this corporation shall be 21st Century Preferred Insurance Company.

ARTICLE II.

- (a) The address of the corporation's registered office in the State of Oklahoma is Oklahoma Tower, 210 Park Avenue, Suite 1400, Oklahoma City, Oklahoma 73102, in Oklahoma County and the agent for service process shall be Michael Beasley at the same address.
- (b) The corporation's principal place of business shall be located in the Oklahoma Tower at 210 Park Avenue, Suite 1400, Oklahoma City, Oklahoma 73102 and the Company's insurance business may be transacted in all of the State of Oklahoma's seventy-seven

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JAN 24 2020

OKLAHOMA SECRETARY
OF STATE

(77) counties and such other states as the Board of Directors shall direct and the Company shall obtain licenses.

ARTICLE III.

The purpose of the Corporation shall be to engage in the business of insurance as a property, marine, vehicle, casualty and non-bail surety insurance company as allowed by 36 O.S. Sections 704, 705, 706, 707, 708, respectively and other types of insurance as permitted by the Oklahoma Insurance Code and the laws of the State of Oklahoma for this type of Company. Said insurer is an Insurance corporation and may engage, within and outside the State of Oklahoma, in all lawful business for which insurance corporations may be incorporated under the laws of the various jurisdictions within which it is licensed.

ARTICLE IV.

The period of existence and duration of this Corporation shall be perpetual.

ARTICLE V.

The corporation shall have authority to issue thirty thousand (30,000) shares of Common Stock, par value one hundred dollars (\$100.00) per share (the "Common Stock"), which shares shall be of one class with uniform rights, none of which shall be subject to assessment.

ARTICLE VI.

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

ARTICLE VII.

The board of directors shall consist of at least three (3) but not more than fifteen (15) directors as may be provided in the Bylaws.

The following persons are named as directors of the Company to serve until the next annual meeting of the Company and until their successors are elected and duly qualified:

<u>Name</u>	<u>Address</u>
David Clare	210 Park Avenue, Oklahoma City, OK 73102
Greg Morrison	210 Park Avenue, Oklahoma City, OK 73102
James G. Doyle	210 Park Avenue, Oklahoma City, OK 73102
Eileen M. Sweeney	210 Park Avenue, Oklahoma City, OK 73102
Michael Beasley	210 Park Avenue, Oklahoma City, OK 73102

FINANCIAL DIVISION
APPROVED AS TO FORM
JAN 23 2020
INSURANCE COMMISSIONER
OKLAHOMA

ARTICLE VIII.

Shares of the Common Stock may be issued at a price determined by the Board 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 shares are issued for other than money, the value of the consideration shall be determined by or in a manner provided by the Board of 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 Oklahoma law, as now in effect and as amended from time to time: (a) A director of this Corporation shall not be personally liable to this Corporation or its shareholders for money damages, and the Corporation shall indemnify such director against liability (as defined in Oklahoma General Corporation Act) to any person, for any action taken, or any failure to take action, as a director except for liability for (a) the amount of a financial benefit received by a director to which he is not entitled. (b) an intentional infliction of harm on the corporation or the shareholders, (c) a violation of Oklahoma General Corporation Act, or (d) an intentional violation of criminal law. If the Oklahoma General Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Oklahoma General Corporation Act, as so amended. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X.

There shall be no limitations on the Company's right and power to incur indebtedness.

ARTICLE XI.

The names and addresses of the Incorporators are as follows:

J. Angela Ables	201 Robert S. Kerr Avenue, Ste. 600, Oklahoma City, Oklahoma 73102
James W. Rhodes	201 Robert S. Kerr Avenue, Ste. 600, Oklahoma City, Oklahoma 73102
Amanda Rivera	201 Robert S. Kerr Avenue, Ste. 600,

FINANCIAL DIVISION
APPROVED AS TO FORM
JAN 23 2020
INSURANCE COMMISSIONER
OKLAHOMA

Oklahoma City, Oklahoma 73102

Shari J. Mounce

201 Robert S. Kerr Avenue, Ste. 600
Oklahoma City, Oklahoma 73102

Julie Meaders


210 Park Avenue, Ste. 1400
Oklahoma City, Oklahoma 73102

This Certificate of Incorporation was amended from the Pennsylvania Articles of Incorporation and was adopted December 31, 2019 by the Board of Directors of the Corporation and approved by the vote of the sole shareholder pursuant to Oklahoma law, specifically 18 O.S. 2009 Section 1077, as follows:

Number of Outstanding Shares
100,000

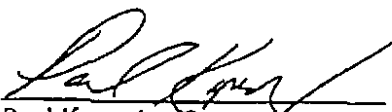
Total Number of Votes Cast In Favor
100,000

IN WITNESS WHEREOF, we hereunto affix our signatures as of the 31st day of
December, 2020, 2019



Michael Beasley
President

ATTEST



Paul Kopecky, Secretary

FINANCIAL DIVISION
APPROVED AS TO FORM
JAN 23 2020
INSURANCE COMMISSIONER
OKLAHOMA

For the purpose of redomesticating 21st Century Preferred Insurance Company to the State of Oklahoma, the following Oklahoma residents, all being of legal age to effectuate and incorporate an corporation pursuant to 36 O.S. Section 2105, all of whom are citizens of the United States residing in the State of Oklahoma, do hereby execute this document as the Oklahoma incorporators of 21st Century Preferred Insurance Company.

J. Angela Ables
J. Angela Ables

James W. Rhodes
James W. Rhodes

Amanda J. Rivera
Amanda J. Rivera

Shari J. Mounce
Shari J. Mounce

Julie Meaders
Julie Meaders

STATE OF OKLAHOMA)
) ss
COUNTY OF OKLAHOMA)

FINANCIAL DIVISION
APPROVED AS TO FORM

JAN 28 2020

INSURANCE COMMISSIONER
OKLAHOMA

Before me, a Notary Public in and for said County and State on the 31st day of December, 2019, personally appeared J. Angela Ables, James W. Rhodes, Amanda J. Rivera, Shari J. Mounce and Julie Meaders, to me known to be the identical persons who executed the foregoing Certificate of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above first written.



Tamy Davenport
Notary Public

My Commission Expires:

6-17-21