

P 16392

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

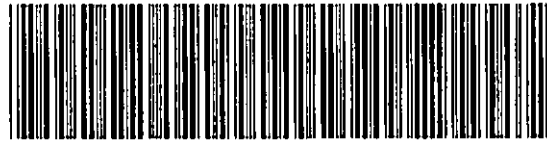
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 MAR 13 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 25 2019
C McNAIR

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Berkley Regional Insurance Company
Name of Corporation

DOCUMENT NUMBER: P16392

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donna Burns

Name of Contact Person

Donna Burns Insurance Consultant

Firm/Company

P. O. Box 390

Address

Fayetteville, TX 78940

City/State and Zip Code

apearce@cwmins.com

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

For further information concerning this matter, please call:

Aaron Pearce

at (515) 473-3335

Name of Contact Person

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

2018 MAR 13 AM 10:45
RECEIVED
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)

P16392

(Document number of corporation (if known))

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

2. Delaware
(Incorporated under laws of)

3. 10/15/1987
(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? _____

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)

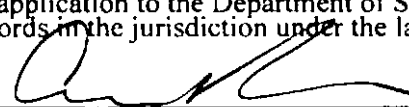
6. If the amendment changes the period of duration, indicate new period of duration.

(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)

Aaron Pearce

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

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SECRETARY OF STATE
IOWA

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**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
AND ARTICLES OF REDOMESTICATION
OF
BERKLEY REGIONAL INSURANCE COMPANY**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 490.1007 of the Iowa Code (the "Code"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation and Articles of Redomestication ("Articles").

1. The name of the corporation is Berkley Regional Insurance Company (the "Company"). Prior to the filing of these Articles with the Iowa Secretary of State, the Company was a Delaware domiciled insurance company pursuant to 18 Del. C. Sec. 4946 and subject to 18 Del. C. 50, and its subsequent redomestication from Delaware to Iowa is in accordance with Sections 490.902 and 515.78 of the Code. Originally incorporated in the State of Maine on December 17, 1985, with a continuous date of incorporation of December 17, 1985, the Company redomesticated to the State of Delaware effective as of December 23, 2000.
2. The text of the Articles is attached hereto and in which all amendments thereto have been consolidated into this single document.
3. The Articles supersede all previous versions of the Company's articles or certificates of incorporation and amendments thereto.
4. The Articles were duly approved by the shareholders of the Company in the manner required by the Iowa Act and the current Articles of Incorporation.
5. The effective date of the Articles is December 31, 2018.

Dated this 12th day of November, 2018.

BERKLEY REGIONAL INSURANCE COMPANY

By: _____

Name: Ira S. Lederman

Title: Executive Vice President and Secretary

(8)

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
AND ARTICLES OF REDOMESTICATION
OF
BERKLEY REGIONAL INSURANCE COMPANY

BE IT REMEMBERED that we, whose names are hereto subscribed, pursuant to resolutions duly adopted by the Board of Directors and the Sole Shareholder of Berkley Regional Insurance Company (the "Company"), providing for the adoption of amended and restated articles of incorporation and articles of redomestication, do hereby adopt these Amended and Restated Articles of Incorporation and Articles of Redomestication ("Articles") under and by virtue of the laws of the State of Iowa, and particularly, Chapters 490 and 515 of the Iowa Code (2018) (the "Code"), assuming all powers, rights and privileges granted bodies corporate and accepting all the duties and obligations imposed by law.

ARTICLE I – NAME

The name of the Company is Berkley Regional Insurance Company (the "Company").

ARTICLE II – PLACE OF BUSINESS

The registered office of the Company is 11201 Douglas Avenue, Urbandale, Iowa 50322. The registered agent of the Company is T. Aaron Pearce, located at the registered office. The Company may establish and maintain such other offices and agencies in Iowa or in other states and territories of the United States for the purpose of doing business therein.

ARTICLE III – PURPOSES

The Company is organized for the purpose of conducting the business of insurance, including reinsurance, business activities reasonably and necessarily incidental to such insurance business, and any other lawful act or activities permitted under the laws of Iowa. The kinds of insurance which the Company is formed to transact are property, casualty and surety, and any and all other kinds of insurance allowed by law.

ARTICLE IV – CAPITAL STOCK

The aggregate number of shares of capital stock which the Company shall be authorized to issue shall be One Hundred and Twenty Thousand (120,000), which shall consist of:

- a. Forty Thousand (40,000) shares of common stock, par value of One Hundred Dollars (\$100) per share (the "Common Stock"); and
- b. Eighty Thousand (80,000) shares of serial preferred stock, par value Ten Dollars (\$10) per share (the "Preferred Stock").

Payment for common or preferred stock as issued shall be made in full, in lawful money of the United States. The stated capital of the Company shall be at least equal to the sum of the aggregate par value of all issued shares of stock, plus such amounts as, from time to time, by resolution of the Board of Directors may be transferred thereto.

Common Stock. The class of Common Stock shall have the following respective terms:

a. The holders of the Common Stock shall have equal voting rights. Subject to the provisions of the Bylaws of the Company (the "Bylaws") as at the time in effect with respect to closing of the transfer books or the fixing of a record date for the determination of shareholders entitled to vote, each holder of stock shall at every meeting of the shareholders, be entitled to one vote, whether in person or by proxy, for each share of stock of the Company held by him. There shall be no cumulative voting in the elections for Directors or in voting for any other matters.

b. At each declaration of dividends on Common Stock, each share of Common Stock shall share equally with every other share of Common Stock in such dividend.

Preferred Stock. The Board of Directors is authorized to provide from time to time for the issuance of shares of Preferred Stock in series and to fix from time to time before issuance the designation; preferences, privileges and voting powers of the shares of each series of serial Preferred Stock and the restrictions or qualifications thereof, including, without limiting the generality of the foregoing, the following:

- a. The serial designation and authorized number of shares;
- b. The dividend rate, the date or dates on which such dividends will be payable, and the extent to which such dividends may be cumulative;
- c. The amount or amounts to be received by the holders in the event of voluntary and involuntary dissolution or liquidation of the Company;
- d. The price or prices at which shares may be redeemed and any terms, conditions and limitations upon such redemption; and
- e. The terms and conditions, if any, on which shares may be converted at the election of the holders thereof into shares of other capital stock, or of other series of serial Preferred Stock of the Company.

Each series of serial Preferred Stock, in preference to the common stock, will be entitled to dividends, from funds or other assets legally available therefor, at such rates, payable at such times and cumulative to such extent as may be fixed by the Board of Directors pursuant to the authority herein conferred upon it. In the event of dissolution or liquidation of the Company, voluntary or involuntary, the holders of the serial preferred stock, in preference to the common stock, will be entitled to receive such amount or amounts as may be fixed by the Board of Directors pursuant to the authority herein conferred upon it.

Preferred Stock of any series redeemed, converted, exchanged, purchased or otherwise acquired by the Company shall be cancelled by the Company and returned to the status of authorized but unissued preference stock.

Preemptive Rights. No holder of any of the shares of the capital stock of the Company shall be entitled as of right to purchase or to subscribe for any unissued stock, or any additional shares, whether presently or hereinafter authorized and also including, without limitations, bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Company or carrying any right to purchase stock. Such unissued stock, or additional authorized issue of any stocks, or other securities convertible into stock or carrying any right to purchase stock, may be

issued and disposed of, pursuant to resolutions of the Board of Directors on such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion, as permitted by law.

ARTICLE V – TERM OF EXISTENCE

The term of existence for the Company shall be perpetual.

ARTICLE VI – DIRECTORS

The business of the Company shall be managed by its Board of Directors, except as limited by these Articles or by law. The number of Directors of the Company shall be such number, not fewer than five (5) nor more than twenty-one (21), as shall be specified in the Bylaws, and within such limitation may be from time to time increased or decreased in such manner as may be prescribed in the Bylaws.

ARTICLE VII – INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company shall be empowered to indemnify, to the extent permitted by law, any Director or officer of the Company, or any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable as follows:

- a. Receipt of a financial benefit to which a person is not entitled;
- b. An intentional infliction of harm on the Company or the shareholders;
- c. A violation of Section 490.833 of the Code; and
- d. An intentional violation of criminal law.

The Company shall be empowered to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Company, or is or was serving at the request of the Company as Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, whether or not the Company would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VIII – AMENDMENTS TO ARTICLES

These Articles may be amended by the adoption of a resolution at any meeting of the shareholders by the affirmative vote of a majority of the shares present in person or by proxy at the meeting, causing said resolution to be set forth in a certificate duly executed by the President and Secretary or other presiding or recording officers, and thereafter, approved, filed, recorded and published in the manner prescribed by law.

[REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK]

Berkley Regional Insurance Company

- 4 -

BEFORE THE
DEPARTMENT OF INSURANCE
STATE OF DELAWARE

IN THE MATTER OF:

THE REDOMESTICATION OF BERKLEY REGIONAL)
INSURANCE COMPANY FROM THE STATE OF) Docket No.3994 -2018
DELAWARE TO THE STATE OF IOWA)

ORDER

WHEREAS, on November 9, 2018 the Delaware Department of Insurance ("Department") received an application from Berkley Regional Insurance Company to redomesticate from the State of Delaware to the State of Iowa; and

WHEREAS, based on the documents submitted to the Department, the representations of Berkley Regional Insurance Company, and other facts, matters, recommendations of the Department's staff, and information before the Insurance Commissioner of the State of Delaware ("Commissioner") finds as follows:

FINDINGS OF FACT

1. Berkley Regional Insurance Company is a property and casualty insurer initially incorporated under the laws of the State of Missouri on December 17, 1985 and redomesticated to the State of Delaware on December 31, 2000.

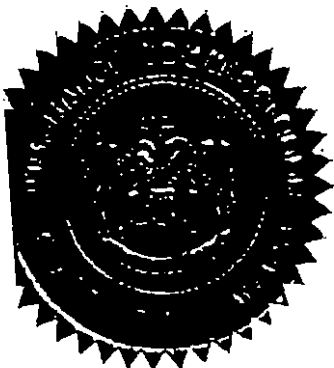
2. In accordance with 18 Del. C. § 4946 and other applicable provisions of law, the Commissioner may approve the redomestication of a domestic insurer unless it is determined that such transfer of domicile is not in the interests of the policyholders of this State.


3. The Department received correspondence from the Iowa Department of Insurance which acknowledges no objection to the redomestication of Berkley Regional Insurance Company to Iowa.

4. Berkley Regional Insurance Company has filed all documents required by the Commissioner regarding the proposed redomestication, and all of such documents have been found to be satisfactory by the Commissioner. No other objections have been raised or are known to the redomestication.

NOW, THEREFORE, based upon the Findings of Fact, it is hereby ORDERED that the redomestication of Berkley Regional Insurance Company from the State of Delaware to the State of Iowa is approved effective upon the signature of Commissioner. As of such effective date, the Department will issue a Certificate of Authority to Berkley Regional Insurance Company which shall evidence that the entity is a foreign admitted insurer.

SO ORDERED this 29 day of November, 2018

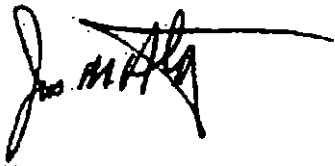



Trinidad Navarro
Insurance Commissioner

COMMISSIONER CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the
**Amended and Restated Articles of Incorporation and Articles of Redomestication of
Berkley Regional Insurance Company.**

DOUG OMMEN
Iowa Insurance Commissioner



JAMES N. ARMSTRONG
Deputy Commissioner of Supervision

Date: 12/11/2018

FILED
IOWA
SECRETARY OF STATE

12-11-18
8:40 AM

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