

P22801

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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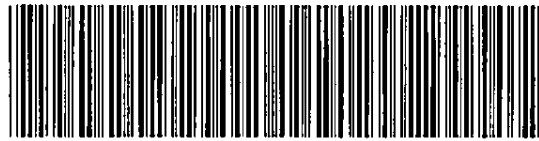
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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11/14/23--01026--016 \*\*52.50

FILED  
2023 NOV 14 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FL



INSURANCE COMPANY

November 7, 2023

Florida Department of State  
Amendment Section Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: SILAC Insurance Company, NAIC #62952  
Redomestication of SILAC Insurance Company ("Company") from Utah to Indiana  
Electronic UCAA Corporate Amendment Application (Tracking No. 195143-000)

To Whom It May Concern,

In furtherance of the captioned pending UCAA corporate amendment application, which was submitted electronically on October 20, 2023, we are enclosing the Company's check in the amount of \$52.50.

Also, enclosed is the following document:

- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida

Please contact me at your convenience if you have questions or need additional information to expedite the review of this application. We appreciate your courtesy and assistance in this matter.

Very truly yours,

Mark A. Banks  
Vice President of Compliance  
[Mark.Banks@Silacins.com](mailto:Mark.Banks@Silacins.com)

**COVER LETTER**

**TO:** Amendment Section Division of Corporations

**SUBJECT:** SILAC Insurance Company

Name of Corporation

**DOCUMENT NUMBER:** P22801

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Daphne Lippott

Name of Contact Person

SILAC Insurance Company

Firm/Company

10201 N. Illinois St., Suite 280

Address

Carmel, IN 46290

City/State and Zip Code

Legal.Dept@silacins.com

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

For further information concerning this matter, please call:

Daphne Lippott

Name of Contact Person

at ( 801 ) 579-3788

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

**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.)

**FILED**

2023 NOV 14 AM 9:06

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

P22801

(Document number of corporation (if known))

SEC. 11, 12 OF STATE  
TALLAHASSEE, FL

1. SILAC Insurance Company  
(Name of corporation as it appears on the records of the Department of State)
2. Utah 3. 01/31/1989  
(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.

Indiana

\_\_\_\_\_  
(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 \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

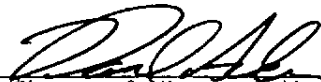
*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*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>
Director	Michael J. Stone	10201 N. Illinois St., Suite 280	<input checked="" type="checkbox"/> Add
		Carmel, IN 46290	<input type="checkbox"/> Remove
Director	Russell K. Mayerfeld	10201 N. Illinois St., Suite 280	<input checked="" type="checkbox"/> Add
		Carmel, IN 46290	<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<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)

G. Daniel Acker

President

(Typed or printed name of person signing)

(Title of person signing)

FILING FEE \$35.00

**State of Indiana**  
**Office of the Secretary of State**  
**Certified Copies**

To Whom These Presents Come, Greeting:

I, DIEGO MORALES, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that this is a true and complete copy of this 7 page document consisting of the following records filed in this office:

Certification Date: September 25, 2023  
Business Name: SILAC INSURANCE COMPANY  
Business ID: 202309181726187

Transaction	Date Filed	No. of pages
Articles of Incorporation	09/19/2023	7
	<b>Total No. of pages</b>	<b>7</b>



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 25, 2023

*Diego Morales*

DIEGO MORALES  
SECRETARY OF STATE

202309181726187 / 16042250

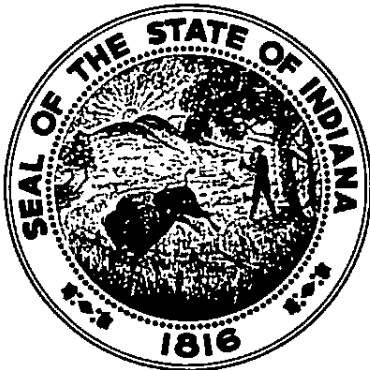
All certificates should be validated here: <https://bsd.sos.in.gov/ValidateCertificate>  
Expires on October 25, 2023.

**State of Indiana  
Office of the Secretary of State**

**Certificate of Incorporation  
of  
SILAC INSURANCE COMPANY**

I, DIEGO MORALES, Secretary of State, hereby certify that Articles of Incorporation of the above Domestic Insurance Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, September 18, 2023.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 19, 2023

*Diego Morales*

DIEGO MORALES  
SECRETARY OF STATE

202309181726187 / 10030951

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

OFFICE OF THE ATTORNEY GENERAL  
STATE OF INDIANA



TODD ROKITA  
ATTORNEY GENERAL

302 W. WASHINGTON ST. 1600S 5TH FLOOR  
INDIANAPOLIS, IN 46204-2770

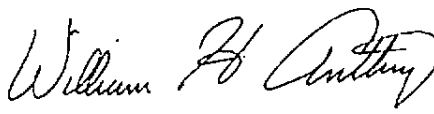
Approved and Filed  
202309181726187/10030951  
Filing Date: 09/18/2023  
Effective: 09/18/2023 01:51 PM  
Diego Morales  
Indiana Secretary of State

**CERTIFICATION**

I have examined the Articles of Incorporation for Redomestication of SILAC Insurance Company and I certify that it conforms to the provisions of the Indiana Insurance Law and is not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

THEODORE E. ROKITA  
Attorney General of Indiana  
Atty No. 18857-49

By:   
William H. Anthony  
Deputy Attorney General  
Chief Counsel for Advisory  
Atty No. 29134-49

Date: September 18, 2023

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IND. SECRETARY OF STATE  
SEP 18 2023

TELEPHONE: 866.462.5246  
[www.in.gov/attorneygeneral/](http://www.in.gov/attorneygeneral/)



Approved and Filed  
20230818172818710030051  
Approved 08/18/2023 01:51 PM  
Diego Morales  
Indiana Secretary of State  
SEP 11 2023

State of Indiana  
Department of Insurance

*Amyl B. Bond*

ARTICLES OF INCORPORATION  
FOR REDOMESTICATION OF  
SILAC INSURANCE COMPANY

On the 7th day of September, 2023 the following Articles of Incorporation for Redomestication of SILAC Insurance Company were approved and adopted either by written consent or at a regular meeting of the Board of Directors.

PURPOSE

The purpose of the Articles of Incorporation for Redomestication of SILAC Insurance Company is to redomesticate and reincorporate SILAC Insurance Company as an Indiana insurance corporation, and to consolidate the Articles of Incorporation and all amendments to them without change. The Corporation was originally incorporated under the laws of the State of Utah in 1935.

The Articles of Incorporation for Redomestication of SILAC Insurance Company shall constitute the charter document of the Corporation and shall govern the actions, affairs and concerns of the Corporation, its directors and shareholders and their relation to one another.

ARTICLE I

The name of the Corporation shall be and is: SILAC Insurance Company.

The address of its registered office shall be 10201 N. Illinois Street, Suite 280, Carmel, Indiana 46290.

ARTICLE II

The Corporation shall have perpetual existence unless dissolved or disincorporated according to law.

ARTICLE III

The general purpose, business and pursuit of the Corporation shall be as a capital stock insurance company authorized under law to conduct the business of life and annuity insurance, accident and health insurance, and any other business authorized or incidental thereto, and for any lawful purpose or purposes authorized under law.

The Corporation shall comply with the provisions of the laws of insurance, and the regulations and laws related thereto, of each jurisdiction where the corporation is authorized to conduct its business.

The Corporation shall have all powers authorized by law and all powers necessary or convenient to effect the purposes for which the Corporation is organized to the same extent as if the Corporation had been originally incorporated as a domestic insurance company under the laws of the State of Indiana.

RECEIVED  
IND. SECRETARY OF STATE

SEP 18 2023

#### ARTICLE IV

The amount of paid-in capital with which the corporation shall begin business in Indiana shall be not less than \$1,000,000.

The plan or principle upon which the business is to be transacted is: a stock insurance company, organized under the Indiana Insurance Law to write Class 1 insurance as set forth in I.C. § 27-1-5-1.

#### ARTICLE V

All issued and outstanding shares of Common Stock of the Corporation are converted as of March 11, 2019, so that 20 shares of pre-conversion Common Stock are equal to 2,500,000 shares of converted Common Stock.

Following the above March 11, 2019, conversion of the number of issued and outstanding Common Stock, the total number of shares of the Common Stock that the Corporation shall have the authority to issue is increased to 5,000,000.

Each share of Common Stock shall have a par value of one dollar (\$1.00) per share.

#### ARTICLE VI

The business and affairs of the Corporation shall be under the complete control and discretion of the Board of Directors, who shall have the authority to exercise all powers necessary or convenient to effect the purposes for which the Corporation is organized, consistent with these Articles of Incorporation for Redomestication of SILAC Insurance Company and the Bylaws of the Corporation.

The number of directors of the Corporation shall be not less than five (5) nor more than twenty-five (25) directors, with the actual number of directors, their qualifications, tenure, and authority to be fixed in the Bylaws.

#### ARTICLE VII

No director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty of care or other duty as a director, except that this Article VI shall not eliminate or limit the liability of a director:

- (1) For any appropriation, in violation of his duties, of any business opportunity of the Corporation;
- (2) For acts or omission which involve willful misconduct, recklessness or a knowing violation of the law;
- (3) As provided in Indiana Insurance Code § 27-1-7-12.5
- (4) For any transaction from which the director received a personal benefit not permitted by § 27-1-7-12.5. Neither the amendment nor repeal of this Article VII, nor the adoption of any provision of the Article of Incorporation of the Corporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any act or failure to act, or any

cause of action, suit or claim that, but for this Article VII, would accrued or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Indiana Insurance Code subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or oilier duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Indiana Insurance Code.

#### ARTICLE VIII

The private property of the shareholders of the Corporation shall not be liable for the debts or obligations of the Corporation.

#### ARTICLE IX

All meetings of shareholders, members, or policyholders may be held within or without the State of Indiana at the principal office of the corporation or other place as designated by the Board of Directors of the Corporation or in accordance with the bylaws. Any action required or permitted to be taken at a shareholder meeting may be taken without a meeting if the action is taken by all the shareholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the shareholders entitled to vote on the action and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

#### ARTICLE X

Consistent with the laws of the state of Indiana, the Corporation shall have the following authority and powers:

- (1) To continue as a corporation, under its corporate name, for the period set forth in these Articles of Incorporation for Redomestication of SILAC Insurance Company;
- (2) To sue and be sued in its corporate name;
- (3) To have a corporate seal and to alter the same at pleasure;
- (4) To acquire, own, hold, lease, mortgage, pledge, convey, or otherwise dispose of property, real and personal, tangible and intangible;
- (5) To acquire, subscribe for, own, hold, vote, mortgage, lend, pledge, convey, or otherwise dispose of, and to guarantee or otherwise deal in and with, shares or other interests in, or obligations of, any entity, including itself, except as otherwise prohibited or limited by Indiana Insurance Law;
- (6) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;
- (7) To borrow money, and to issue its notes or debentures to evidence such borrowings, but any debentures so issued shall be subordinate to the rights of policyholders, members, or creditors of such corporations;
- (8) To conduct business in this state and elsewhere; to have one (1) or more offices out of this state; to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real and personal, tangible and intangible, out of this state;
- (9) To appoint such officers and agents as the business of the Corporation may require, and to define their duties and fix their compensation;
- (10) To lend money, invest and reinvest its funds, and receive and hold real estate and personal property as security for repayment, except as otherwise limited by the Indiana Insurance Law;

- (11) To pay pensions and establish and administer pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, welfare plans, qualified and nonqualified retirement plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents;
- (12) To make donations for the public welfare or for charitable, scientific, or education purposes;
- (13) To make bylaws for the government and regulation of its affairs;
- (14) To cease doing business and to dissolve and surrender its corporate franchise and authority and license to transact an insurance business in this state;
- (15) To become a member of any federal home loan bank; to purchase stock therein, to borrow money or obtain advances from any such bank and to transfer, assign, and pledge property to or with such bank as security for the payment of such loans or advances, to do and perform all acts required of members of a federal home loan bank, and to possess and exercise all rights, powers, and privileges conferred upon such members under the provisions of the act of Congress entitled Federal Home Loan Bank Act; and
- (16) To do all acts and things necessary, convenient, or expedient to carry out the purposes or obtain the objectives for which it is formed or to further any of the powers set forth herein, and to do every other act or thing incidental thereto or connected therewith which is not forbidden by the laws of the State of Indiana or by these Articles of Incorporation for Redomestication of SHAC Insurance Company.

#### ARTICLE XI

The registered office of the Corporation and the registered agent of the Corporation at that address is:

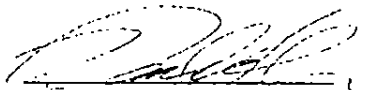
Scott D. Matthews  
SHAC Insurance Company  
10201 N. Illinois St., Suite 280  
Carmel, Indiana 46290

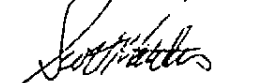
ARTICLE XII

The Articles of Incorporation for Redomestication of SII,AC Insurance Company shall not be modified, amended, or repealed without a resolution of the Board of Directors and approval by affirmative vote of the majority of shares of the Corporation entitled to vote at a meeting of shareholders called for such purpose.

ADOPTED the 7th day of September, 2023

SII,AC INSURANCE COMPANY

  
Griff Dantel Acker, President & CMO

  
Scott D. Matthews, Secretary