

P25626

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

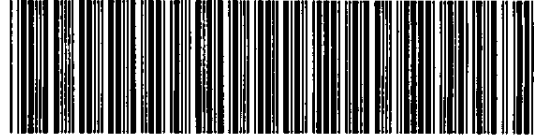
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2016 MAY 31 AM 8:45

6-3-16
C LEWIS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 17, 2016

BETH KOSAKOWSKI / THE DOCTORS COMPANY
12724 GRAN BAY PARKWAY WEST SUITE 400
JACKSONVILLE, FL 32223 US

SUBJECT: AMERICAN HEALTHCARE INDEMNITY COMPANY
Ref. Number: P25626

We have received your document for AMERICAN HEALTHCARE INDEMNITY COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 116A00010413

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: American Healthcare Indemnity Company
Name of Corporation

DOCUMENT NUMBER: P25626

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Beth Kosakowski

Name of Contact Person

The Doctors Company

Firm/Company

12724 Gran Bay Parkway West, Suite 400

Address

Jacksonville, FL 32223

City/State and Zip Code

MODonohue@thedoctors.com

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

For further information concerning this matter, please call:

Beth Kosakowski

at (904) 360-3280

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

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)

P25626

(Document number of corporation (if known))

1. American Healthcare Indemnity Company

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

2. Oklahoma

(Incorporated under laws of)

3. October 3, 1980

(Date authorized to do business in Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2016 MAY 31 AM 8:14

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.

Oklahoma

(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)

Robert L. Wortelboer, Jr.

(Typed or printed name of person signing)

Vice President of Legal Services

(Title of person signing)

STATE OF OKLAHOMA

Insurance Commissioner



John D. Doak

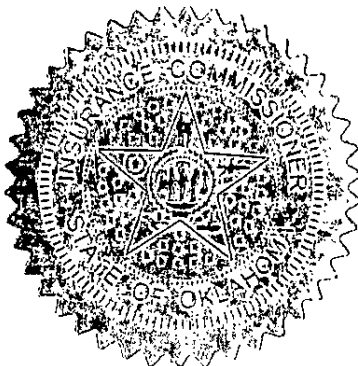
OKLAHOMA INSURANCE DEPARTMENT
3625 N.W. 56th, Ste. 100
Oklahoma City, Oklahoma 73112

ARTICLES OF INCORPORATION

I, John D. Doak, Insurance Commissioner of the State of Oklahoma, do hereby certify that the following and hereto attached is a true copy of the Articles of Incorporation for:

AMERICAN HEALTHCARE INDEMNITY COMPANY

as filed and approved by this Department.



IN TESTIMONY WHEREOF, I have hereunto set my Hand and affixed the Official Seal of the Insurance Commissioner at the City of Oklahoma City, State of Oklahoma, this 23rd day of May, 2016.

A handwritten signature in black ink that reads "John D. Doak".

INSURANCE COMMISSIONER
John D. Doak

A handwritten signature in black ink that reads "Diane Carter".

Financial Analyst
Diane Carter



SOS



28571940002

CERTIFICATE OF INCORPORATION

OF

AMERICAN HEALTHCARE INDEMNITY COMPANY

**RECEIVED
FRONT DESK**

SEP 30 2015

OKLAHOMA INSURANCE DEPT

RECEIVED BY

The Honorable John Doak
Oklahoma Insurance Commissioner

OCT 01 2015

The Honorable Chris Bengt
Oklahoma Secretary of State

**OKLAHOMA
INSURANCE DEPARTMENT
FINANCIAL DIVISION**

The undersigned corporation (hereinafter referred to as the "Company" or the "Corporation"), an insurance company formed originally on October 3, 1980, under and pursuant to the provisions of the Florida statutes, which redomesticated on July 1, 1989 to the State of North Carolina and then redomesticated to the State of Delaware on March 23, 1992, for the purpose of redomesticating the Company to the State of Oklahoma, and retaining its original incorporation date in Oklahoma of October 3, 1980, 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 Oklahoma General Business Corporation Act, the Oklahoma Insurance Laws, Oklahoma's redomestication statute for insurers, specifically 36 O.S.606.1 and the Delaware General Corporation Act and the Delaware Insurance Code, does hereby state that we, the undersigned incorporators (the "Company"), being persons legally competent to file this Certificate of Incorporation and 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, 36 O.S. Section 606.1 and 18 O.S. Section 1080 of the Oklahoma General Corporation Act and do hereby state as follows:

ARTICLE I
NAME

The name of the Corporation shall be:

American Healthcare Indemnity Company

ARTICLE II
DURATION

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

**FINANCIAL DIVISION
APPROVED AS TO FORM
OCT 02 2015
INSURANCE COMMISSIONER
OKLAHOMA**

2015 SEP 30 AM 9 35

ARTICLE III
ADDRESS AND REGISTERED AGENT

The statutory home office address will be located at 201 Robert S. Kerr Avenue, Suite 600, Oklahoma City, Oklahoma 73102 and the Company's insurance business may be transacted in all of the State of Oklahoma's 77 counties and such other states as it is presently licensed and in such states or countries as the board of Directors shall direct and the Company shall obtain licenses.

The name of the registered agent for the Corporation shall be Corporation Service Company, 115 SW 89th Street, Oklahoma City, Oklahoma 73139-8511.

The administrative address of the Corporation shall be 185 Greenwood Road, Napa, California 94558.

ARTICLE IV
PURPOSES

The purposes of the Corporation is to engage in the business of insurance as an underwriter for the following coverages: property, casualty, vehicle, and non-bail surety as allowed by 36 O.S. Sections 704, 706, 707, 708 (non bail) and Oklahoma Statutes and other types of insurance as permitted by the Oklahoma Insurance Code and the laws of the State of Oklahoma for this type of insurer.

ARTICLE V
AUTHORIZED CAPITAL SHARES

The total number of shares which the Corporation shall have authority to issue is one hundred and twenty thousand shares (120,000) of non-assessable common stock with a par value of One Hundred Dollars (\$100.00) per share and consisting of such one class only.

ARTICLE VI
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors constituted of a minimum of three (3) Directors and not more than fifteen (15) Directors which shall be set by the Bylaws of the Corporation as allowed by the Oklahoma Insurance Code. The names and mailing addresses of the persons, who are to serve as Directors until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Mailing Address</u>
Richard E. Anderson, M.D.	185 Greenwood Road, Napa, California 94558
Robert D. Francis	185 Greenwood Road, Napa, California 94558
Dennis B. Lawton, Ph.D.	185 Greenwood Road, Napa, California 94558
David G. Preimesberger	185 Greenwood Road, Napa, California 94558

ARTICLE VII **BYLAWS**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by statute, the Board of Directors is expressly authorized to make, adopt, alter, amend and repeal from time to time the Bylaws of the Corporation, subject to the right of the stockholder entitled to vote with respect thereto to alter, amend and repeal bylaws made by the Board of Directors.

ARTICLE VIII **ELECTION OF DIRECTORS**

Elections of Directors need not be by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE IX
INDEMNIFICATION

To the fullest extent permitted by the Oklahoma General Corporation Act as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she, his or her testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation. Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI
INCORPORATORS

The names and addresses of the Incorporators of the Company in the State of Oklahoma, all being of twenty-one (21) years of age and citizens of the United States residing in the State of Oklahoma, are as follows:

J. Angela Ables
201 Robert S. Kerr Avenue, Suite 600
Oklahoma City, OK 73102

Tammy Davenport
201 Robert S. Kerr Avenue, Suite 600
Oklahoma City, OK 73102

Johnny R. Blassingame
201 Robert S. Kerr Avenue, Suite 600
Oklahoma City, OK 73102

Andrew G. Hill
201 Robert S. Kerr Avenue, Suite 600
Oklahoma City, OK 73102

Amanda J. Rivera
201 Robert S. Kerr Avenue, Suite 600
Oklahoma City, OK 73102

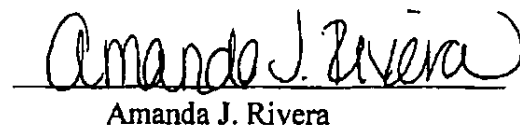
This Certificate of Incorporation was amended from the Delaware Articles of Incorporation and was adopted September 24, 2015, by a unanimous written consent the Board of Directors of the Corporation and approved by a sole shareholder consent pursuant to Oklahoma law, specifically 18 O.S. 2014, § 1077 with all outstanding shares voting by the sole shareholder to amend said Articles as set forth herein.

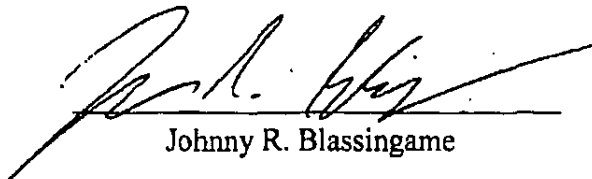
For the purpose of redomesticating American Healthcare Indemnity Company to the State of Oklahoma, the following Oklahoma residents, all being over the age of 21 years and of legal age to effectuate and incorporate a corporation, all of whom are citizens of the United States and residing in the State of Oklahoma, do hereby execute this document as the Oklahoma incorporators of American Healthcare Indemnity Company.

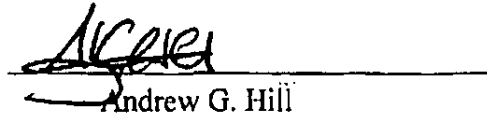
IN WITNESS WHEREOF, we hereunto affix our signatures as of the 30 day of Sept., 2015.

INCORPORATORS


J. Angela Ables


Amanda J. Rivera


Johnny R. Blassingame


Andrew G. Hill


Tammy Davenport

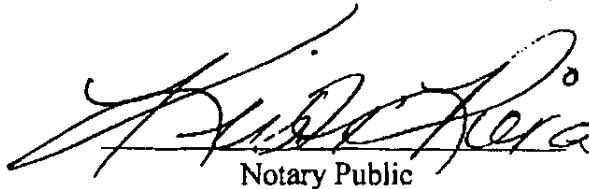
STATE OF OKLAHOMA)

) SS

COUNTY OF OKLAHOMA)

Sept, 2015, Before me, a Notary Public in and for said County and State on the 30 day of, personally appeared J. Angela Ables, Johnny R. Blassingame, Andrew G. Hill, Amanda J. Rivera and Tammy Davenport, to me known to be the identical persons who executed the foregoing Certificate of Incorporation and acknowledged to me that they 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.


Notary Public

My Commission Expires: 10/01/18



OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

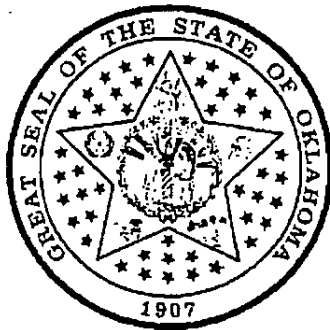
WHEREAS, the Certificate of Incorporation of

AMERICAN HEALTHCARE INDEMNITY 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
6th day of October, 2015.*

A handwritten signature in cursive script, reading "Chris Benge".

Secretary of State

Applicant Name: AMERICAN HEALTHCARE INDEMNITY COMPANY

NAIC No. 39152
FEIN: 59-2048400

**Uniform Certificate of Authority Application (UCAA)
Certificate of Compliance**

State of Oklahoma, Office of John D. Doak, Commissioner for the State of Oklahoma,


I, Diane Carter, hereby certify that I am the* **Financial Analyst**, of the State of Oklahoma and
have supervision of insurance business in said State and as such I hereby certify that

AMERICAN HEALTHCARE INDEMNITY COMPANY (OK LIC 859369)

of **Oklahoma** is duly organized under the laws of said State and is authorized to transact the
business of:

Casualty Including Vehicle, Property, Surety Excluding Bail
insurance in Oklahoma.

IN TESTIMONY WHEREOF, I have hereunto set my hand at the Oklahoma Insurance
Department on this 2nd day of October, A.D. 2015.


(Signature)

Diane Carter
(Printed Name)

- * Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.
- ** Lines of Insurance as shown on Form 3 of UCAA

