

P28224

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

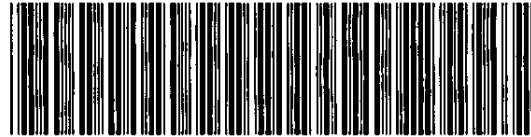
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

114-17281

Office Use Only



600257772146

03/14/14--01028--005 **52.50

FILED
14 JUN -4 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Professional Underwriters Liability Insurance Company
Name of Corporation

DOCUMENT NUMBER: P28224

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christina Navone

Name of Contact Person

TDC Specialty Insurance Company

Firm/Company

185 Greenwood Road

Address

Napa, CA 94558

City/State and Zip Code

sfpulic@thedoctors.com

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

For further information concerning this matter, please call:

Christina Navone

Name of Contact Person

at (**707**) **226-0254**

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

FILED
14 JUN -4 PM 4:35
TALLAHASSEE, FL 32301



Via Federal Express

April 2, 2014

Diane Cushing
Senior Section Administrator
Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Professional Underwriters Liability Insurance Company (NAIC#: 34487)
TDC Specialty Insurance Company (NAIC#: 34487)
Redomestication and Name Change
Ref. Number: P28224

Thank you for your letter dated March 18, 2014. In response to your letter, I am including the following:

- A copy of your letter dated March 18, 2014
- Certified Certificate of Compliance
- Certified Certificate of Good Standing
- Certified Certificate of Incorporation
- Articles of Incorporation

If you have any question or need more information, please contact me at (707)226-0254 or you may email me at cnavone@thedoctors.com.

Sincerely,

Christina E. Navone
Regulatory Compliance Director



RECEIVED

14 APR 25 AM 11:29

Via Federal Express

April 24, 2014

APR 25 2014
TALLAHASSEE, FLORIDA

Diane Cushing
Senior Section Administrator
Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Professional Underwriters Liability Insurance Company (NAIC#: 34487)
TDC Specialty Insurance Company (NAIC#: 34487)
Redomestication and Name Change
Ref. Number: P28224

Dear Diane,

TDC Specialty Insurance Company ("TDC Specialty") redomesticated from Utah to the District of Columbia, which was approved by the District of Columbia Department of Insurance, Securities and Banking ("DISB") on October 22, 2013. Contemporaneously with the redomestication, the company changed its name from Professional Underwriters Liability Insurance Company ("PULIC") to TDC Specialty Insurance Company. During this process, the DC Department of Consumer & Regulatory Affairs ("DCRA"), Corporations Division, provided misinformation regarding the necessary filing that the company needed to make to evidence these transactions. As such, we have been in contact with DCRA and we are in the process of filing the appropriate documents with DCRA that will evidence the amendments reflecting the name change and redomestication of the company. Once DCRA cleans up the filing, we will send along the requested documents that we believe will satisfy the request from the Florida Division of Corporations.

We appreciate your assistance with this matter; please let me know if you have any questions. You may reach me at 707-226-0254 or you may email me at cnavone@thedoctors.com

Sincerely,

Christina E. Navone
Regulatory Compliance Director



Via Federal Express

June 3, 2014

Diane Cushing
Senior Section Administrator
Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Professional Underwriters Liability Insurance Company (NAIC#: 34487)
TDC Specialty Insurance Company (NAIC#: 34487)
Redomestication and Name Change
Ref. Number: P28224

Dear Ms. Cushing,

Please find the Certificate of Amendment from the District of Columbia and the articles of incorporation attached for the above stated companies. I believe this document will satisfy your requirements. I am also enclosing your letter dated April 4, 2014 for your reference.

Please let me know if you have any questions. You may reach me at 707-226-0254 or you may email me at cnavone@thedoctors.com

Sincerely,

Christina E. Navone
Regulatory Compliance Director

RECEIVED

14 JUN -4 PM 1:56



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 18, 2014

RECEIVED

CHRISTINA NAVONE
TDC SPECIALTY INSURANCE COMPANY
185 GREENWOOD ROAD
NAPA, CA 94558

MAR 25 2014

TDC

SUBJECT: PROFESSIONAL UNDERWRITERS LIABILITY INSURANCE
COMPANY

Ref. Number: P28224

We have received your document for PROFESSIONAL UNDERWRITERS LIABILITY INSURANCE COMPANY and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Diane Cushing
Senior Section Administrator

Letter Number: 014A00005824

RECEIVED

14 APR -3 AM 11:04

TALLAHASSEE, FLORIDA

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 4, 2014

CHRISTINA NAVONE
TDC SPECIALTY INSURANCE COMPANY
185 GREENWOOD ROAD
NAPA, CA 94558

SUBJECT: PROFESSIONAL UNDERWRITERS LIABILITY INSURANCE
COMPANY
Ref. Number: P28224

We have received your document for PROFESSIONAL UNDERWRITERS LIABILITY INSURANCE 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):

We need the evidence of the name change that was filed. It must have the old name and new name on it.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Diane Cushing
Senior Section Administrator

Letter Number: 714A00007307

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)

P28224

(Document number of corporation (if known))

1. Professional Underwriters Liability Insurance Company

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

2. Utah

(Incorporated under laws of)

3. 2/20/1990

(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? October 22, 2013

5. TDC Specialty 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.

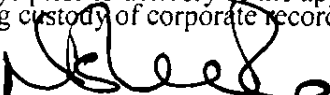
(New duration)

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

District of Columbia

(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)

David A. McHale

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILED
14 JUN -4 PM 4:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Initial File #: C00004837489

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this **CERTIFICATE OF AMENDMENT** is hereby issued to:

TDC Specialty Insurance Company

Effective Date: 5/29/2014

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 5/29/2014 12:48 PM

Business and Professional Licensing Administration



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: V2HmFgjL

FILED
14 JUN -4 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
District of Columbia Government**

Corporations Division

**Restated Articles of Incorporation of Domestic For-Profit Corporation
Form DBUS-1 Version 2 January 2012**

Under the provisions of the Title 29 of D.C. Code (Business Organizations Act), the domestic filing entity listed below hereby applies for a Certificate of Restated Articles of Incorporation and for that purpose submits the statement below.

1. Corporation Name.
Professional Underwriters Liability Insurance Company (now known as TDC Specialty Insurance Company)

2. The text of the restated articles of incorporation. (may attach the statement)

See attached.

Note: Restated articles of incorporation reflects the name change of the company from Professional Underwriters Liability Insurance Company to TDC Specialty Insurance company.

3. The restated articles consolidate all amendments into a single document.

4. If a new amendment is included in the restated articles then all requirements of the section § 29-308.05 shall be met.

If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties or a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405.

5. Name of the Governor or Authorized Person.

David A. McHale

7. Signature of the Governor or Authorized Person.

Mail all forms and required payment to:

Department of Consumer and Regulatory Affairs
Corporations Division
PO Box 92500
Washington, DC 20009
Phone: (202) 442-4400

**AMENDED AND RESTATED ARTICLES AND REDOMESTICATION
AND ARTICLES OF INCORPORATION OF TDC SPECIALTY INSURANCE
COMPANY, FORMERLY KNOWN AS PROFESSIONAL UNDERWRITERS
LIABILITY INSURANCE COMPANY**

Pursuant to the provisions of the District of Columbia Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

FIRST: The new name of the corporation is TDC Specialty Insurance Company. The company was formerly known as Professional Underwriters Liability Insurance Company.

SECOND: On October 22, 2013, the company redomesticated from Utah to the District of Columbia.

Paragraph One of the Articles of Incorporation is amended as follows:

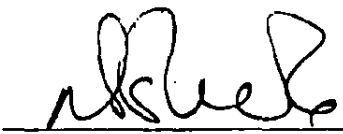
“We, the undersigned natural persons of the age of twenty-one or more, acting as incorporators of a corporation under the ~~Utah Business Corporation Act~~ District of Columbia Business Corporation Act, adopt the following Articles of Incorporation for such corporation:”

Article One of the Articles of Incorporation is amended as follows:

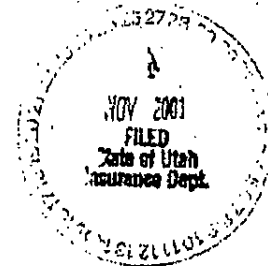
“The name of the corporation is ~~Professional Underwriters Liability Insurance Company~~ TDC Specialty Insurance Company.”

Dated: October 22, 2013

**TDC SPECIALTY INSURANCE
COMPANY**

By: 

David A. McHale



ARTICLE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
PROFESSIONAL UNDERWRITERS LIABILITY INSURANCE COMPANY

Pursuant to the provisions of the Utah Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Professional Underwriters Liability Insurance Company.

SECOND: The following amendment to the Articles of Incorporation was adopted on February 15, 2001, as prescribed by the Utah Business Act, by a vote of the shareholders, the number of shares voting for the Amendment being sufficient for approval:

Article Four of the Articles of Incorporation is amended as follows:

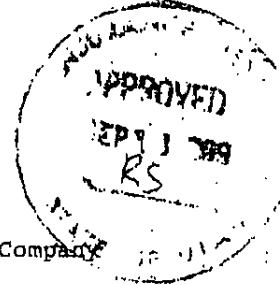
"The aggregate number of shares which the corporation shall have the authority to issue is ~~two hundred thousand (200,000)~~ five hundred thousand (500,000) common of the par value of Ten Dollars (\$10.00) each".

Dated: November 13, 2001 PROFESSIONAL UNDERWRITERS
LIABILITY INSURANCE COMPANY

By: Michael Jacob
Michael Jacob, Secretary

ARTICLES OF INCORPORATION
OF

Professional Underwriters Liability Insurance Company



We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Professional Underwriters Liability Insurance Company.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is to insure all risks.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is two hundred thousand (200,000) common of the par value of Ten Dollars (\$10.00) each.

FIFTH: The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

SIXTH: The post office address of its initial registered office is c/o C T Corporation System, 50 West Broadway, Salt Lake City, Utah 84101, and the name of its initial registered agent at such address is C T Corporation System.

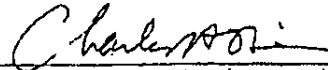
SEVENTH: The number of directors constituting the initial board of directors of the corporation is seven (7); and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

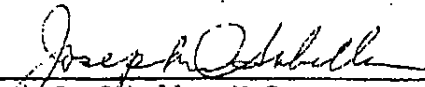
NAME	ADDRESS
Joseph D. Sabella, M.D.	1900 Powell Street Emeryville, CA 94608
Charles A. O'Brien, Esq.	1900 Powell Street Emeryville, CA 94608
Mark Gorney, M.D.	1900 Powell Street Emeryville, CA 94608
Jerrald R. Goldman, M.D.	401 Wilshire Boulevard Santa Monica, CA 90401
Richard Anderson, M.D.	401 Wilshire Boulevard Santa Monica, CA 90401
George H. Greenberg, M.D.	401 Wilshire Boulevard Santa Monica, CA 90401
John H. McRae, M.D.	401 Wilshire Boulevard Santa Monica, CA 90401

EIGHTH: The name and address of each incorporator is:

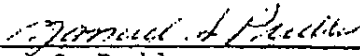
NAME	ADDRESS
Charles A. O'Brien	1900 Powell Street Emeryville, CA 94608
Joseph D. Sabella, M.D.	1900 Powell Street Emeryville, CA 94608
Manuel S. Puebla	401 Wilshire Blvd. Santa Monica, CA 90401

Dated: August 31, 1989


Charles A. O'Brien, Esq.


Joseph D. Sabella, M.D.

Dated: September 1, 1989


Manuel S. Puebla

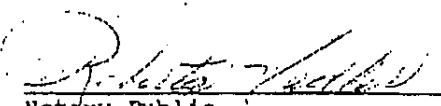
STATE OF CALIFORNIA)
COUNTY OF ALAMEDA)

I, Roberta Nadler, a notary public, hereby certify that on the 31st day of August, 1989, personally appeared before me Charles A. O'Brien, Esq. and Joseph D. Sabella, M.D., who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and seal this 31st day of August, A.D. 1989.

My commission expires 1-22-90



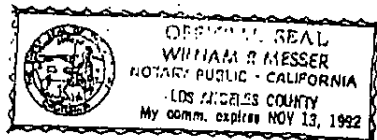

Notary Public

STATE OF CALIFORNIA)
)
COUNTY OF *Los Angeles*)

I, *William R. Messer*, a notary public, hereby certify that
on the 5th day of September, 1989, personally appeared
before me Manuel S. Puebla, who being by me first duly sworn,
declared that he is the person who signed the foregoing document
as incorporator and that the statements therein contained are
true.

In witness whereof I have hereunto set my hand and seal this
5th day of September, A.D. 1989.

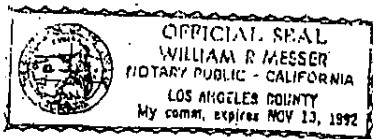
My commission expires *11/13/92*



William R. Messer
Notary Public

In witness whereof I have hereunto set my hand and seal this
2⁵ day of September, A.D. 1989.

My commission expires 11/13/92



William R. Messer
Notary Public

C T CORPORATION SYSTEM HAVING BEEN DESIGNATED TO
ACT AS REGISTERED AGENT HEREBY AGREES TO ACT IN THIS CAPACITY.

C T CORPORATION SYSTEM

Barbara Cannizzo
Barbara Cannizzo
Special Assistant Secretary