

P36525

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

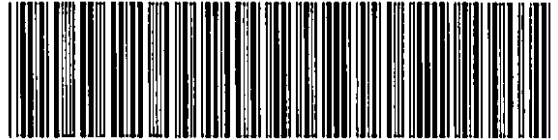
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



500327611785

04/15/19--01018--029 \*\*35.00

R. WHITE  
APR 20 2019

11:30  
2019 APR 15 PM 12:37  
SEL

# COMMERCIAL CASUALTY INSURANCE COMPANY

A member of the Berkshire Hathaway group of insurance companies

**Sent via FedEx**

April 12, 2019

Florida Secretary of State  
Division of Corporations, Amendment Section  
Clifton Building  
2661 Executive Center Cir.  
Tallahassee, FL 32301

Re: Commercial Casualty Insurance Company, NAIC #32280 ("CCIC")  
Corporate Amendment Application, Tracking #115424-001

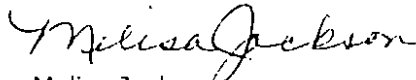
Dear Sir or Madam:

Enclosed please find the following items in connection with the above-referenced application in order for CCIC to change its name to Wellfleet Insurance Company:

1. An Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. Check #0000800416 in the amount of Thirty-Five Dollars (\$35) corresponding to item 1;
3. A copy of the Certificate of Authority showing the amended name of the corporation issued in the domiciliary state of Indiana;
4. Please be advised that the State of Indiana does not issue a Certificate of Good Standing, but I have instead enclosed a Certified Certificate of Amendment evidencing CCIC's name change in its state of domicile to Wellfleet Insurance Company, as well as a Certificate of Compliance from its domiciliary jurisdiction.

Please let me know if you require anything further or have any questions concerning CCIC's Amendment Application.

Respectfully submitted,



Melisa Jackson  
Corporate & Regulatory Counsel  
(260) 492-4031  
melisa.jackson@medpro.com

Enclosures

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Commercial Casualty Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** P36525

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melisa Jackson, Corporate & Regulatory Counsel

Name of Contact Person

MedPro Group Inc

Firm/Company

5814 Reed Rd

Address

Fort Wayne, IN 46835

City/State and Zip Code

melisa.jackson@medpro.com

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

For further information concerning this matter, please call:

Melisa Jackson at (260) 492-4031  
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)**

P36525

(Document number of corporation (if known))

1. Commercial Casualty Insurance Company

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

2. Indiana

(Incorporated under laws of)

3. April 28, 2017

(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? March 25, 2019

5. Wellfleet 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)

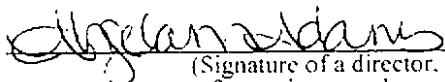
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

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

\_\_\_\_\_  
(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)

Angela Adams

(Typed or printed name of person signing)

Secretary

(Title of person signing)

2019 APR 15 PM 12:06  
FILED

## Department of Insurance

## State of Indiana

## OFFICE OF

## Insurance Commissioner

**CERTIFICATE OF AUTHORITY**

Whereas, the **Wellfleet Insurance Company** an insurance company organized under the laws of Indiana, having complied with all the requirements of the laws regulating **Stock Property and Casualty** insurance companies doing business in the State of Indiana.

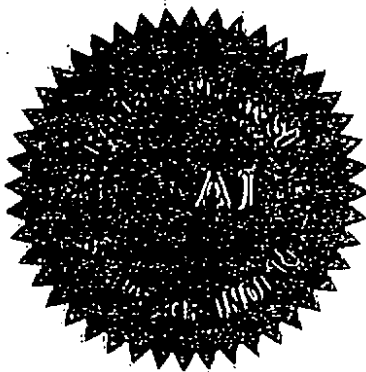
Therefore, as Insurance Commissioner of the State of Indiana, by virtue of authority vested in me by law, I do hereby authorize, empower and license the above named company to transact its appropriate business of:


Class II (a)(b)(c)(d)(f)(g)(h)(k-excluding bail bonds)(l)(m)

Class III (a)(b)(c)(d)

through its duly authorized agents in the State of Indiana, in accordance with the laws thereof which are applicable to said Company.

In testimony hereof I subscribe my name  
and affix the seal of the State of Indiana  
Department of Insurance.



  
Stephen W. Robertson  
INSURANCE COMMISSIONER

**3-25-2019**

Dated

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

**Certified Copies**

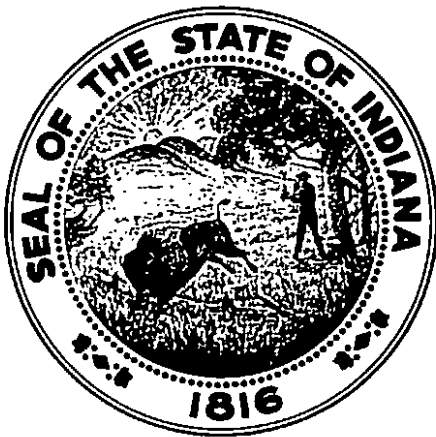
To Whom These Presents Come, Greeting:

I, CONNIE LAWSON, 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: April 03, 2019  
Business Name: WELLFLEET INSURANCE COMPANY  
Business ID: 201609231160126

Transaction	Date Filed	No. of pages
Articles of Amendment	03/07/2019	7
	Total No. of pages	7



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, April 03, 2019

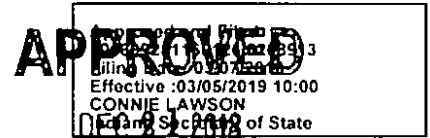
*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

201609231160126 / 10905193

All certificates should be validated here: <https://bsd.sos.in.gov/ValidateCertificate>

Expires on May 03, 2019.



THIRD AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WELFLEET INSURANCE COMPANY

STATE OF INDIANA  
DEPT. OF INSURANCE

*Stephen W. Robertson*

The undersigned officers of Wellfleet Insurance Company (hereinafter referred to as "Corporation"), existing pursuant to the provisions of Indiana Insurance law (IC 27-1-2 through IC 27-1-20), as amended (hereinafter referred to as the "Insurance Law"), desiring to give notice of corporate action effectuating the amendment of its Articles of Incorporation in its entirety, and the restatement of its Articles of Incorporation, as so amended, certify the following facts:

ARTICLE I

Amendment and Restatement

Section 1: Date of Incorporation. The date of incorporation of the Corporation is March 21, 1986, in the State of California. The state of domicile was changed and approved to the State of Indiana on September 20, 2016.

Section 2: Name of Corporation. The name of the Corporation following this amendment and restatement of the Articles of Incorporation is Wellfleet Insurance Company.

Section 3: Restatement of Articles. The exact text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to provide as set forth in the form attached hereto as Exhibit A.

Section 4: Adoption of Amended Articles. The date of adoption of the Amended and Restated Articles of Incorporation is October 15, 2018.

ARTICLE II

Manner and Adoption of Vote

Section 1: Action by the Directors. The Board of Directors of the Corporation duly adopted resolutions authorizing the change in name of the Corporation from Commercial Casualty Insurance Company to Wellfleet Insurance Company, which included the execution of any documents or action necessary to effectuate such name change. The resolutions were adopted by unanimous written consent dated October 15, 2018.

Section 2: Action by the Shareholders. The sole Shareholder of the Corporation entitled to vote in respect to the Articles of Amendment and Restatement adopted the resolutions authorizing the change in name of the Corporation from Commercial Casualty Insurance Company to Wellfleet Insurance Company, which included the amendment and restatement of the terms and provisions of the Articles of Incorporation in its entirety. The resolutions were adopted by unanimous written consent dated October 15, 2018.

IN SEC OF STATE RECORD  
MAR 5 '19 8:50:00

**THIRD AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WELFLEET INSURANCE COMPANY**

**ARTICLE I**

Name

The name of the Corporation is Wellfleet Insurance Company.

**ARTICLE II**

Resident Agent and Principal Office

Section 1: Resident Agent. The name and address of the Corporation's Resident Agent for service of process is:

MedPro Group Inc.  
Attn: General Counsel  
5814 Reed Road  
Fort Wayne, Indiana 46835

Section 2: Principal Office. The post office address of the principal office of the Corporation is:

5814 Reed Road  
Fort Wayne, Indiana 46835

**ARTICLE III**

Purposes

The purposes for which this Corporation is formed are:

1. To engage in all lawful business for which corporations may be incorporated under the Indiana Insurance Law (IC 27-1-2 through IC 27-1-20), as amended (hereinafter referred to as the "Insurance Law").
2. To exercise all powers authorized by the Insurance Law.
3. To write any one or more of the kinds of insurance and reinsurance specified in Class 2 and Class 3 of the Insurance Law at IC 27-1-5-1, including but not limited to accident, health, disability and other related or similar lines of insurance associated with the provision of employee benefits.
4. To deal in its own shares to the extent permitted by the Insurance Law.
5. To acquire its shares to the extent of unreserved and unrestricted earned or capital surplus, but no purchase or payment may be made when it is insolvent or when such purchase or payment would cause insolvency.



**ARTICLE IV**  
**Period of Existence**

The period during which the Corporation shall continue is perpetual.

**ARTICLE V**  
**Authorized Shares**

The number of shares which the Corporation is authorized to issue is ten thousand (10,000) shares of \$300.00 par value per share, all of the same class, designated as "Common Stock." The total authorized capital of Three Million Dollars (\$3,000,000) shall be allocated in paid-in capital.

**ARTICLE VI**  
**Director(s)**

Section 1: Number of Directors. The initial Board of Directors is composed of at least five (5) members. The number of directors may be from time to time fixed by the Bylaws of the Corporation at any number. In the absence of a Bylaw fixing the number of directors, the number shall be five (5).

Section 2: Qualification of Directors (if any). A majority of the directors will, during their entire terms of service, be citizens of the United States or Canada. At least one (1) of the directors will reside in Indiana.

**ARTICLE VII**  
**Provisions for Regulation of Business and Conduct of Affairs of Corporation**

Section 1: Consideration. The Corporation will not commence business until consideration of the value of at least One Thousand dollars (\$1,000) has been received for the issuance of shares.

Section 2: Corporate Power. Subject to any limitations or restrictions imposed by law, the Corporation shall have the authority to perform any and all acts necessary, convenient or expedient to accomplish the purposes for which it is formed, including, without limitation, all of the general rights, privileges and powers set for in IC 27-1-7-2.

Section 3: Meetings of the Shareholders. Meetings of shareholders may be held at such places (within or outside Indiana) as may be designated from time to time by the Board of Directors.

Section 4: Amendment of Bylaws. The Board of Directors shall have the power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a majority of the Board of Directors at the time shall be necessary to effect any alteration, amendment or repeal.

**Department of Insurance**  
**State of Indiana**  
**OFFICE OF**  
**Insurance Commissioner**  
**CERTIFICATE OF AUTHORITY**

Whereas, the **Wellfleet Insurance Company** an insurance company organized under the laws of **Indiana**, having complied with all the requirements of the laws regulating **Stock Property and Casualty** insurance companies doing business in the State of Indiana,

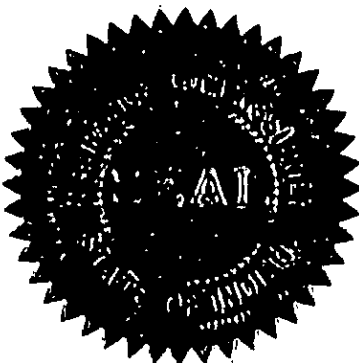
Therefore, as Insurance Commissioner of the State of Indiana, by virtue of authority vested in me by law, I do hereby authorize, empower and license the above named company to transact its appropriate business of:

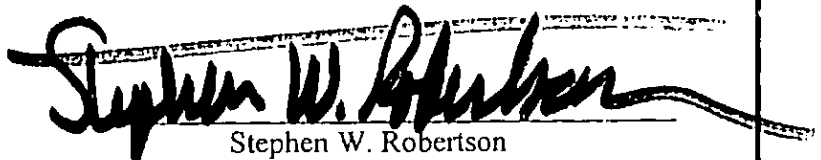
Class II (a)(b)(c)(d)(f)(g)(h)(k-excluding bail bonds)(l)(m)

Class III (a)(b)(c)(d)

through its duly authorized agents in the State of Indiana, in accordance with the laws thereof which are applicable to said Company.

In testimony hereof I subscribe my name  
and affix the seal of the State of Indiana  
Department of Insurance.



  
Stephen W. Robertson  
INSURANCE COMMISSIONER

**3-25-2019**

Dated