

P 26864

(Requestor's Name)

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(City/State/Zip/Phone #)

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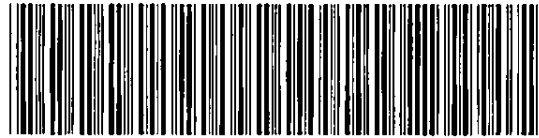
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer

Office Use Only



000425204940

03/08/24--01017--013 \*\*35.00

FILED

2024 MAR -8 PM 3:57

COURT CLERK OF SUPERIOR COURT  
STATE OF NEW YORK

*Amend.  
(Changing  
Jurisdiction)*

APR 03 2024

D CUSHING

**COVER LETTER**

**TO:** Amendment Section Division of Corporations

**SUBJECT:** Clear Spring Property and Casualty Company  
Name of Corporation

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael S. Bloom, Secretary  
Name of Contact Person

Clear Spring Property and Casualty Company  
Firm/Company

230 Third Avenue, Floor 6  
Address

Waltham, MA 02451  
City/State and Zip Code

sara.luvisi@delawarelife.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sara Luvisi at ( 781 ) 703-5383  
Name of Contact Person 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

SECRETARY OF STATE  
TALLAHASSEE, FL

2024 MAR -8 PM 3:57

FILED

**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)**

\_\_\_\_\_  
(Document number of corporation (if known))

1. Clear Spring Property and Casualty Company  
(Name of corporation as it appears on the records of the Department of State)
2. Indiana Texas 3. December 19, 2023  
(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? N/A
5. N/A  
(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.

N/A  
(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 N/A

\_\_\_\_\_  
(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*

FILED  
2024 MAR -8 PM 3:57  
CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA



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

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

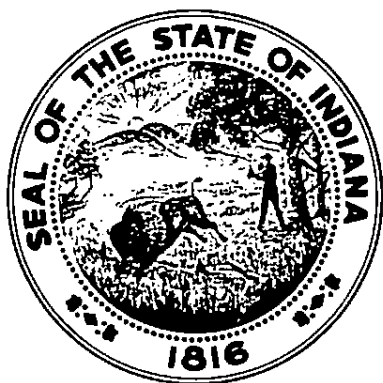
I, DIEGO MORALES, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

**CLEAR SPRING PROPERTY & CASUALTY COMPANY**

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on December 05, 2023, and was in existence or authorized to transact business in the State of Indiana on March 05, 2024.

I further certify this Domestic Insurance Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution, or expiration has been filed or taken place. All fees, taxes, interest, and penalties owed to Indiana by the domestic or foreign entity and collected by the Secretary of State have been paid.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 05, 2024

*Diego Morales*

DIEGO MORALES  
SECRETARY OF STATE

202312051746140 / 20243649091

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

Expires on April 04, 2024.

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

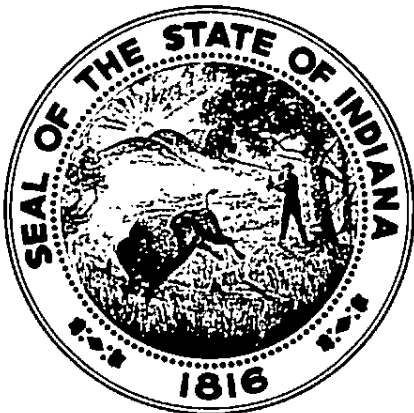
To Whom These Presents Come, Greeting:

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 **11** page document consisting of the following records filed in this office:

Certification Date: March 05, 2024  
Business Name: CLEAR SPRING PROPERTY & CASUALTY COMPANY  
Business ID: 202312051746140

Transaction	Date Filed	No. of pages
Articles of Incorporation	12/07/2023	11
Total No. of pages		11



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 05, 2024

*Diego Morales*

DIEGO MORALES  
SECRETARY OF STATE

202312051746140 / 16484289

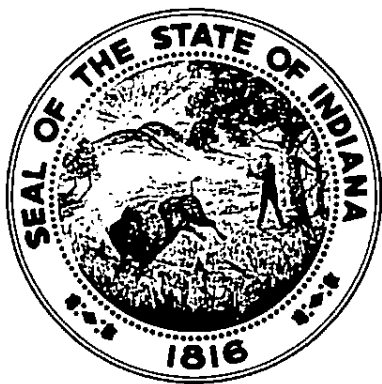
All certificates should be validated here: <https://bsd.sos.in.gov/ValidateCertificate>  
Expires on April 04, 2024.

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

**Certificate of Incorporation  
of  
CLEAR SPRING PROPERTY & CASUALTY 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 Tuesday, December 05, 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, December 07, 2023

*Diego Morales*

DIEGO MORALES  
SECRETARY OF STATE

202312051746140 / 10129733

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

Approved and Filed  
202312051746140/10129733  
Filing Date: 12/07/2023  
Effective: 12/05/2023 08:53 AM  
Diego Morales  
Indiana Secretary of State

OFFICE OF THE ATTORNEY GENERAL  
STATE OF INDIANA



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


**TODD ROKITA**  
ATTORNEY GENERAL

**CERTIFICATION**

I have examined the **Articles of Amendment and Restatement of the Articles of Incorporation for the Redomestication of Clear Spring Property & Casualty 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: December 5, 2023

RECEIVED  
IND. SECRETARY OF STATE  
DEC 05 2023



SEP 15 2023

State of Indiana  
Department of Insurance

*Amy Beard*

ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION FOR THE REDOMESTICATION  
OF  
CLEAR SPRING PROPERTY AND CASUALTY COMPANY

Clear Spring Property and Casualty Company (the "Corporation"), existing pursuant to the provisions of Texas law, desiring to give notice of corporate action effectuating execution of its Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") in connection with the Corporation's redomestication from the State of Texas to the State of Indiana, hereby files these Articles of Amendment and Restatement of the Articles of Incorporation of Clear Spring Property and Casualty Company (these "Articles") with the Indiana Department of Insurance, certifying the following facts:

ARTICLE ONE  
Amendment and Restatement

Section 1.1 Date of Incorporation. The date of incorporation of the Corporation is July 26, 1986, in the State of Missouri. The domicile of the Corporation was changed to the State of Illinois on February 11, 2000. The domicile of the Corporation was then changed to the State of Texas on May 20, 2016.

Section 1.2 Name of Corporation. The name of the Corporation is Clear Spring Property and Casualty Company.

Section 1.3 Restatement of Articles. Upon the effectiveness of these Articles, the Corporation's Amended and Restated Articles of Incorporation shall be restated in their entirety as set forth in the form attached hereto as Exhibit A (the "Amended and Restated Articles").

Section 1.4 Adoption of Amended Articles. The effective date of these Articles shall be as provided in the Indiana Insurance Code, Title 27, Article 1, Chapter 8.

ARTICLE TWO  
Manner and Adoption of Vote

Section 2.1 Action by the Directors. The Board of Directors of the Corporation duly adopted resolutions by unanimous written consent dated August 8, 2023, authorizing the re-domestication of the Corporation from the State of Texas to the State of Indiana, which included the execution of any documents or action necessary to effectuate such re-domestication.

Section 2.2 Action by Shareholders. The sole shareholder of the Corporation entitled to vote in respect of these Articles duly adopted resolutions by unanimous written consent dated August 9, 2023, authorizing the re-domestication of the Corporation from the State of Texas to the State of Indiana, which included the amendment and restatement of the terms and provisions in the Amended and Restated Articles in their entirety.

RECEIVED  
IND. SECRETARY OF STATE  
DEC 05 2023

Section 2.3 Compliance with Legal Requirements. The manner of the adoption of the Amended and Restated Articles and the vote by which they were adopted constitute full legal compliance with the provisions of Indiana Insurance Law, the Articles of Incorporation, and the Bylaws of the Corporation.

*[Signature pages to follow.]*

We hereby certify subject to the penalties of perjury that the statements contained herein are true  
this 31<sup>st</sup> day of August, 2023.

**CLEAR SPRING PROPERTY AND  
CASUALTY COMPANY**

Officer 1:

  
Name: James D. Purvis  
Title: Chief Executive Officer and President

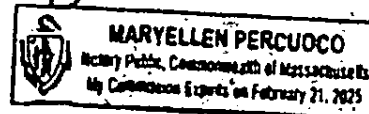
STATE OF Massachusetts §

COUNTY OF Middlesex §

BEFORE ME, a Notary Public, on this day personally appeared James D. Purvis, the Chief Executive Officer and President of Clear Spring Property and Casualty Company, being by me first duly sworn, declared that he or she is the person who has signed the foregoing document as an officer of Clear Spring Property and Casualty Company, and that the statements therein contained are true and correct.


Given under my hand and seal of office this 31<sup>st</sup> day of August, 2023.





**CLEAR SPRING PROPERTY AND  
CASUALTY COMPANY**

Officer 2:

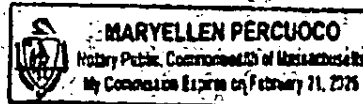
  
Name: Michael S. Bloom  
Title: Secretary


STATE OF Massachusetts §

COUNTY OF Middlesex §

BEFORE ME, a Notary Public, on this day personally appeared Michael S. Bloom, the Secretary of Clear Spring Property and Casualty Company, being by me first duly sworn, declared that he or she is the person who has signed the foregoing document as an officer of Clear Spring Property and Casualty Company, and that the statements therein contained are true and correct.

Given under my hand and seal of office this 31<sup>st</sup> day of August, 2023.





**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CLEAR SPRING PROPERTY AND CASUALTY COMPANY**

**ARTICLE ONE**

**Type of Entity and Name**

The name of the Corporation is Clear Spring Property and Casualty Company. The Corporation is a continuance of the corporate existence of a corporation with the name of SeaBright Insurance Company, originally incorporated in Missouri on July 26, 1986, which re-domesticated to Illinois effective February 11, 2000, and then re-domesticated to Texas effective May 20, 2016, and then changed its name to Clear Spring Property and Casualty Company effective March 12, 2018, and then re-domesticated to and is currently domiciled in Indiana. The Corporation's original date of incorporation shall continue, notwithstanding the subsequent change of its domicile to Texas and then Indiana.

**ARTICLE TWO**

**Duration**

The period of duration is perpetual.

**ARTICLE THREE**

**Purpose and Powers**

The purposes for which the Corporation is incorporated or organized is for the purpose of conducting the business of, and acting as, a stock insurance company with the power to write such kinds of insurance and reinsurance specified in Class 2 and Class 3 of Ind. Code § 27-1-5-1, as amended. The Corporation shall have and may exercise all of the rights, privileges and powers set forth in Ind. Code § 27-1-7-2, as amended, and as otherwise authorized by the Indiana Insurance Law, as amended, and shall have the power to do all acts and things necessary, convenient or expedient to carry out the purposes for which it was formed.

**ARTICLE FOUR**

**Principal Office**

The address of the principal office of the Corporation is 10555 Group 1001 Way, Zionsville, Indiana 46077.

**ARTICLE FIVE**

**Stock/Surplus/Voting**

**Section 5.1 Authorized Shares.** The number of authorized shares of capital stock of the Corporation is Sixty Thousand (60,000) shares of common stock, par value One Hundred Dollars (\$100.00) per share ("Common Stock"). Thirty-Five Thousand (35,000) shares of Common Stock, representing more than fifty percent (50%) of such authorized capital stock, have been in good faith subscribed and issued.

**Section 5.2 Paid-In Capital and Surplus.** At the time of adoption of these Amended and Restated Articles of Incorporation, the Corporation's paid-in capital is not less than One Million Dollars (\$1,000,000) and the Corporation's amount of surplus is not less than One Million Dollars (\$1,000,000). The shares of Common Stock issued and outstanding may be increased from time to time within the limits of the capital authorized by this Article, in accordance with Indiana Insurance Law.

**Section 5.3 Voting.**

(a) Subject to the provisions hereof and subject to the provisions of the Bylaws of the Corporation, as from time to time amended, with respect to the closing of the transfer books and the fixing of a record date for the determination of shareholders entitled to vote, all holders of the shares of Common Stock shall be entitled to one vote for each share of Common Stock held by them.

(b) At any meeting of shareholders of the Corporation, the presence, in person or by proxy, of the holders of shares whose cumulative stock ownership in the Corporation represents a majority of the Corporation's issued and outstanding Common Stock shall constitute a quorum.

**ARTICLE SIX  
Board of Directors**

The Corporation shall have a Board of Directors of no less than five (5) members, nor more than fifteen (15) members, which shall manage the business, affairs and property of the Corporation. The Bylaws shall specify the number of directors within the limits herein specified, and such number may be increased or decreased from time to time pursuant to a resolution adopted by a majority of the Board of Directors in office, but shall never be decreased to less than five (5) in number. A majority of the Board of 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. The Board of Directors shall be elected by the shareholders of the Corporation at the annual meeting and shall hold office until their successors are elected and qualified, except as otherwise provided in the Bylaws or as required by law. If the shareholders do not elect directors at an annual meeting, the shareholders may elect the directors at a special shareholders meeting called for that purpose. The directors shall serve one-year terms beginning immediately after the election, except as otherwise permitted by Indiana Insurance Law. The directors are authorized to fill any vacancy that may occur during the year, between shareholder meetings.

Subject to the Corporation's Bylaws, the Board of Directors has full management and control of the Corporation. A majority of the Board of Directors constitutes a quorum. The directors shall keep a full and correct record of all business transacted by the Board of Directors, which shall be available for inspection by the shareholders of the Corporation during regular business hours.

## ARTICLE SEVEN

### Officers

The directors will elect corporate officers in accordance with the Corporation's Bylaws. An officer is not required to be a director unless such qualification is required by the Corporation's Bylaws. The names, addresses, and terms of office of the current officers of the Corporation are listed below.

NAME	OCCUPATION	ADDRESS
James D. Purvis	Chief Executive Officer and President	10555 Group 1001 Way, Zionsville, IN 46077
Michael S. Bloom	Secretary	1601 Trapelo Road, # 30, Waltham, MA 02451
Scott A. Hanfling	Chief Legal Officer	227 West Monroe, # 2100, Chicago, IL 60606
Melinda S. Hebb	Chief Accounting Officer and Treasurer	1 North Federal Highway, Suite 400 Boca Raton, FL 33432
Kirt M Dooley	Chief Actuary	1 North Federal Highway, Suite 400 Boca Raton, FL 33432
Bradford J. St. Pierre, Jr.	Chief Product and Innovation Officer	1 North Federal Highway, Suite 400 Boca Raton, FL 33432
Christopher R. Brew	Chief Claims Officer	1 North Federal Highway, Suite 400 Boca Raton, FL 33432

## ARTICLE EIGHT

### Liability of Directors

To the fullest extent permitted by the laws of the State of Indiana, as such laws may now or hereafter exist, directors of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for acts or omissions occurring in their capacity as directors. Any repeal or amendment of this Article Eight shall operate prospectively only and shall not adversely affect any limitation of liability which then exists under this Article Eight.

## ARTICLE NINE

### Indemnification and Insurance

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (such other corporation, partnership, joint venture, trust or other enterprise, the "Requested Entity").

against damages, expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding of judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or a Requested Entity, against damages and expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudicated to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid upon such terms and conditions, if any, as the Corporation deems appropriate. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or a Requested Entity against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the Bylaws. Such rights conferred in this Article Nine shall not be deemed exclusive of any other rights or limitations to which such person may be entitled or subject to under any Bylaw, agreement, vote of shareholders or otherwise.

Any repeal or amendment of this Article Nine shall operate prospectively only and shall not adversely affect any rights which then exist under this Article Nine.



#### **ARTICLE TEN**

##### **Bylaws**

The Board of Directors or the shareholders of the Corporation may amend or repeal the Bylaws or may adopt new Bylaws.

#### **ARTICLE ELEVEN**

##### **Preemptive Rights**

No holder of any stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation or any securities exchangeable for or convertible into such shares.

#### **ARTICLE TWELVE**

##### **Amendments**

These Amended and Restated Articles of Incorporation of the Corporation may be amended in the manner authorized by law at the time of the adoption of such amendments.



## OFFICE OF INSURANCE REGULATION

**MICHAEL YAWORSKY**  
COMMISSIONER

FINANCIAL SERVICES  
COMMISSION

**RON DESANTIS**  
GOVERNOR

**JIMMY PATRONIS**  
CHIEF FINANCIAL OFFICER

**ASHLEY MOODY**  
ATTORNEY GENERAL

**WILTON SIMPSON**  
COMMISSIONER OF  
AGRICULTURE

SENT BY E-MAIL TO: [scott.hanfling@clearspringinsurance.com](mailto:scott.hanfling@clearspringinsurance.com)

February 20, 2024

Scott Hanfling  
Chief Legal Officer  
Clear Spring Property and Casualty Company  
227 West Monroe, Suite 2100  
Chicago, IL 60606

**Re: Redomestication of Clear Spring Property and Casualty Company from Texas to Indiana**

Dear Mr. Hanfling,

This is to acknowledge that all pertinent filings concerning the above-referenced redomestication have been received and processed. The Florida Office of Insurance Regulation officially recognizes the redomestication on February 20, 2024.

Please be advised that the Company must file an amendment (<https://form.sunbiz.org/pdf/cr2c019a.pdf>) with the Division of Corporations - Florida Department of State for the redomestication from Texas to Indiana.

Thank you for your assistance in finalizing this matter.

Sincerely,

Ryan Shaffer  
Financial Control Analyst



Sara J. Luvisi  
Senior Paralegal

Clear Spring Property and Casualty Company  
230 Third Avenue, Floor 6  
Waltham, MA 02451

(781) 703-5383

March 7, 2024

**Via FedEx**

Florida Department of the State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street Suite 810  
Tallahassee, FL 32303

RE: Clear Spring Property and Casualty Company (NAIC 15563) (the "Company")  
Redomestication to Indiana

Dear Sir or Madam:

On December 19, 2023, the above referenced Company redomesticated to Indiana. The Company filed a UCAA Corporate Amendment with the Florida Office of Insurance Regulation. As part of the filing, the Insurance Department asked us to file the Amendment with the Florida Division of Corporations – Florida Department of State.

Enclosed please find:

1. Cover Letter
2. Application by Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business in Florida (*Please read front and back pages for this Application*)
3. Check in the amount of \$35.00
4. Certificate of Existence
5. Certified Articles of Incorporation and its Amendments

Do not hesitate to contact me if you have any questions or concerns.

Thank you,

Sincerely,

  
Sara J. Luvisi