



OFFICE OF INSURANCE REGULATION
Company Admissions

**APPLICATION FOR REDOMESTICATION
TO THE STATE OF FLORIDA**

This package is designed to assist the individuals in preparing the application with all the information required by statute and facilitate expeditious processing of that application by the Office of Insurance Regulation.

This package includes four (4) categories of information:

- Section I Application Form
- Section II Legal
- Section III Financial
- Section IV Management

Each of these sections is processed by different bureaus of the Office of Insurance Regulation. It is extremely important that the application be completed in its entirety in the format specified.

Please submit your package in a tabbed binder. (Example: The Tab labeled IV-2 would contain the Biographical affidavits)

THE COMPLETED CHECKLIST MUST BE RETURNED WITH THE APPLICATION PACKAGE.

Policy forms and the appropriate endorsements as allowed by and, under conditions ordered or approved by, the Department pursuant to Section 628.530 should be submitted to <https://iportal.fldfs.com/ifile/default.asp>

Mail the completed application package to:

Florida Office of Insurance Regulation
Company Admissions
200 East Gaines Street
Tallahassee, Florida 32399-0332

IN ORDER FOR A SUBMISSION TO BE CONSIDERED A COMPLETE APPLICATION, ALL REQUIRED INFORMATION MUST BE INCLUDED IN THE FILING. FILINGS THAT DO NOT INCLUDE ALL REQUIRED INFORMATION WILL BE DISAPPROVED OR RETURNED.

**APPLICATION FOR REDOMESTICATION
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INSTRUCTIONS

SECTION I - APPLICATION FORM AND FEES

Section I-1 Fingerprint Fees

Applicants are required to prepay electronically for the processing of the fingerprint cards required in section IV-5. Please see form OIR-C1-938 for instructions. The fingerprint cards are to be submitted with the application filing.

Place a copy of your on-line payment confirmation along with the fingerprint cards in the management section (IV-5).

NOTE: Florida residents have the option of having their fingerprints digitally scanned rather than providing paper fingerprint cards. Please see form OIR-C1-938 for instructions.

NOTE: **Individuals who are non-U.S. citizens with no social security number should continue to submit payment of fingerprint fees per instructions in form OIR-C1-903.**

Section I-2 Company Application for Redomestication

Complete the Official Form and return in this section.

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SECTION II - LEGAL

THE OFFICE OF INSURANCE REGULATION RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE OFFICE OF INSURANCE REGULATION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED. ATTACHED TO THIS PACKAGE ARE COPIES OF THE SECTIONS OF THE STATUTES THAT APPLY TO REDOMESTICATION.

Section II-1 Proposed Articles of Incorporation

Applicant shall file three sets of proposed, unexecuted Articles of Incorporation for a Domestic Insurer as specified in sections 628.081 and 628.091 of Florida Statutes. A sample set of Articles of Incorporation is included with this package.

Section II-2 Proposed By-Laws

Applicant shall file three sets of the insurer's proposed, unexecuted by-laws. The following are items which should be addressed:

- (a) Stockholders-- meetings, notice, quorum, voting.
- (b) Directors-- elections, number, term, vacancies, meetings, notice, quorum, committees, action without meetings, telephone meetings, compensation.
- (c) Officers-- elections, duties, compensation, resignations and removal from office.
- (d) Executive Committee-- appointment, authority, meetings, quorum, actions, vacancies.
- (e) Dividends-- (section 628.371 limitations and requirements)
- (f) Seal
- (g) Amendments
- (h) Maintenance and inspection of corporate books
- (i) Other special provisions, such as indemnity of officers and directors, limitations on borrowing, etc.

Note: bylaws must reference the following provisions of the Florida Insurance Code: Sections 628.221, 628.231, 623.301 - 628.361, and 628.381. Please note the above-cited statutes are not intended to be an all-inclusive listing of the provisions of the Florida Insurance Code which may be applicable to the formation of a domestic mutual insurer.

Section II-3 Principal Place of Business

The Insurer shall submit plans for establishing insurer's principal place of business in Florida and compliance with Section 628.271, Florida Statutes.

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SECTION III - FINANCIAL

Section III-1 Plan of Operation

It is important for the Office of Insurance Regulation to have a clear understanding of the proposed operations of the new insurer and the goals it seeks to achieve. To meet this requirement the applicant shall furnish a three-year Plan of Operations. The plan must include all major areas of the proposed operations and shall include the following:

- (A) A brief history of the company since its incorporation.
- (B) A brief description of the management experience of each individual (by name) involved in the following areas: Marketing, Underwriting, Rating, Reserving, Reinsurance, Claims Handling, Accounting, Investments, and Managing General Agents.
- (C) A description of each line of insurance products to be marketed and planned dates of initial marketing of each line.
- (D) A three year plan of marketing, including commission rates, use of brokering agents, third party administrators, and other administrative expenses.
- (E) A planned use of reinsurance including the purpose of the reinsurance and the degree to which it is to be used in relation to the amount of insurance in force. Include retentions and limits of liability for the proposed reinsurance as well as catastrophe and coverage and the largest amount retained on one risk.
- (F) A statement regarding any planned changes in operations during the next three years. If no changes are planned, a statement to that effect.
- (G) A list of all assumptions used in projections and pro formas and disclose how these assumptions were derived. The assumptions should at least address how the premium levels have been derived, commission rates, investment income yields, expense levels, and benefits payable under accident and health policies and contracts.
- (H) A pro forma statutory balance sheet and statutory income and expense statements covering the accounts in the format on the attached proformas, as applicable(DI4-896). If you should have any questions concerning individual line items please refer to the NAIC instructions to the annual statement.
- (I) A list of all consultant and expert services in use or proposed during the three year period.
- (J) A planned premium volume for countrywide premium and Florida premium by line of insurance at three month intervals for a three year period from initial marketing date for each line of insurance.

Section III-2 Deposit Requirement, Pursuant to s. 624.411, F.S.;

1. Domestic Insurers - Insurers must deposit and maintain deposited in trust for the protection of the insurer's policyholders or its policyholders and creditors with the department securities eligible for such deposit under s. 625.52, having at all times a value of not less than \$250,000 (to transact casualty), \$100,000 to transact all other kinds of insurance, per kind, and to transact more than one kind of insurance shall not be required to deposit more than \$300,000.

You may contact the Bureau of Collateral Management at 850/413-3167 for instructions in establishing this deposit.

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SECTION IV - MANAGEMENT

Section IV-1 The full names (first, middle, last) of proposed incorporators, officers, directors with their respective titles must be listed. A form is enclosed for this purpose.

Section IV-2 Biographical Affidavits as to Officers, Directors and Shareholders (Official Form Enclosed).

Provide a National Association of Insurance Commissioners (NAIC) biographical affidavit (OIR-C1-1423) for each officer, director, and shareholder listed in Section IV-1 except for those companies in the organizational structure between the immediate parent and the ultimate parent. All questions must be answered. All "Yes" answers must be explained.

Each biographical affidavit must be submitted to the Office containing an original signature and original notary seal. If, however, the biographical affidavits are currently on file and are not more than two years old, no submission is necessary.

The requirement for the affiant's social security number as part of the Biographical Affidavit is mandatory. However, pursuant to sections 119.071(5), Florida Statutes, social security numbers collected by an agency are confidential and exempt from section 119.07(1), Florida Statutes, and section 24(a), Art. I of the State Constitution and must be segregated on a separate page. Therefore, instead of including the SSN on page 6 of the NAIC form, please include the affiant's name and social security number on a separate page and attach it to the Biographical Affidavit. Also please stamp CONFIDENTIAL at the top and bottom of the separate page.

Section 119.071(5), Florida Statutes, gives authority for an agency to collect social security numbers if imperative for the performance of that agency's duties and responsibilities as prescribed by law. Limited collection of social security numbers is imperative for the Office. The duties of the Office in background investigation are extensive in order to insure that the owners, management, officers, and directors of any insurer are competent and trustworthy, possess financial standing and business experience, and have not been found guilty of, or not pleaded guilty or nolo contendere to, any felony or crime punishable by imprisonment of one year.

Section IV-3 Investigative Background Report

An Investigative Background Report must be provided for each person listed in Section IV-1 above except for those companies in the organizational structure between the immediate parent and the ultimate parent. Background reports must be submitted by the selected background investigator vendor prior to or contemporaneously with the application filing. Please refer to form OIR-C1-905 for instructions.

Section IV-4 Fingerprint Cards

OIR-C1-928

REV 12/05

Fingerprint cards must be completed for each person listed in Section IV-1. The cards will be furnished by the Office upon request. **No cards other than those furnished by the Office will be accepted.** The cards must be completed at a law enforcement agency and returned to this Office for processing. Please refer to form OIR-C1-938 for instructions.

Due to the length of time required by law enforcement agencies to process fingerprint cards, it is suggested that the cards be ordered immediately so they may be submitted before or with the application.

Please place the completed fingerprint cards in this section.

Note: Florida residents have the option of having their fingerprints digitally scanned rather than providing paper fingerprint cards and fees as noted above. Please refer to form OIR-C1-938 for instructions.

**APPLICATION FOR REDOMESTICATION
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CHECK LIST

SECTION I - APPLICATION FORM AND FEES

Company Name: _____

<u>Item #</u>	<u>Completion Check List</u>
1. Fingerprint fee paid electronically	<input type="checkbox"/>
a. Copy of on-line payment confirmation	<input type="checkbox"/>
or, if applicable	
b. Copy of form OIR-C1-903 (invoice) included	<input type="checkbox"/>
c. Copy of check included	<input type="checkbox"/>
d. Originals mailed to Bureau of Financial Services	<input type="checkbox"/>
2. Company Completed Application for Redomestication (Official Form).....	<input type="checkbox"/>

**APPLICATION FOR REDOMESTICATION
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SECTION II - LEGAL

Company Name: _____

<u>Item #</u>	<u>Completion Check List</u>
1. Articles of Incorporation.....	<input type="checkbox"/>
(a) Articles unexecuted	<input type="checkbox"/>
(b) Three originals	<input type="checkbox"/>
(c) Certificate of Designation of Registered Agent	<input type="checkbox"/>
2. Company Bylaws.....	<input type="checkbox"/>
(a) Bylaws unexecuted	<input type="checkbox"/>
(b) Three originals	<input type="checkbox"/>
3. Principal Place of Business.....	<input type="checkbox"/>
(a) Plans in accordance with Section 628.271.....	<input type="checkbox"/>

**APPLICATION FOR REDOMESTICATION
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SECTION III - FINANCIAL

Company Name: _____

<u>Item #</u>	<u>Completion Check List</u>
1. Plan of Operations (two copies).....	<input type="checkbox"/>
(a) Pro formas 1-22 included	<input type="checkbox"/>
2. Deposit Requirement Satisfied	<input type="checkbox"/>
(a) Receipt from Bureau of Collateral Management Included.....	<input type="checkbox"/>

**APPLICATION FOR REDOMESTICATION
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SECTION IV - MANAGEMENT

Company Name: _____

<u>Item #</u>	<u>Completion Check List</u>
1. Listing of all company officers and directors (Official Form)	<input type="checkbox"/>
(a) Full names listed.....	<input type="checkbox"/>
(b) Titles listed	<input type="checkbox"/>
2. Biographical affidavits as to officers and directors (Official Form)	<input type="checkbox"/>
As to each biographical:	
(a) All blanks filled in	<input type="checkbox"/>
(b) Yes answers explained	<input type="checkbox"/>
(c) Contains original signature of each respective officer and director	<input type="checkbox"/>
(d) Notarized (Original)	<input type="checkbox"/>
(e) Submitted original of each affidavit.....	<input type="checkbox"/>
3. Background Investigation Report for each person listed in section IV-1	<input type="checkbox"/>
4. Fingerprint cards enclosed for each person listed in section IV-1	<input type="checkbox"/>
(a) Contains original signature of each respective officer, director, or shareholder	<input type="checkbox"/>
(b) Office of Insurance Regulation card only.....	<input type="checkbox"/>
(c) No erasures or alterations on cards.....	<input type="checkbox"/>
(d) All blanks filled in	<input type="checkbox"/>

**APPLICATION FOR REDOMESTICATION
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PART II

This package is to be completed only after receiving approval from the Florida Office of Insurance Regulation to redomesticate to Florida.

This package includes two (2) categories of information:

Section I Legal
Section II Financial

It is extremely important that the application be completed in its entirety in the format specified.

Please submit your package tabularized in a binder that has been two-hole punched at the top, with tabs at the bottom. (Example: tab labeled I-4 would contain the By-Laws)

THE COMPLETED CHECKLIST MUST BE RETURNED WITH THE APPLICATION PACKAGE!

Mail the completed application package to:

Florida Office of Insurance Regulation
Applications Coordination
200 East Gaines Street, Larson Building
Tallahassee, Florida 32399-0332

IN ORDER FOR A SUBMISSION TO BE CONSIDERED A COMPLETE APPLICATION, ALL REQUIRED INFORMATION MUST BE INCLUDED IN THE FILING. FILINGS THAT DO NOT INCLUDE ALL REQUIRED INFORMATION WILL BE DISAPPROVED OR RETURNED.

**APPLICATION FOR REDOMESTICATION
TO THE STATE OF FLORIDA
PART II**

INSTRUCTIONS

SECTION I - LEGAL

THE OFFICE OF INSURANCE REGULATION RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DEPARTMENT IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Section I-1 Secretary of State Registration Requirements

All domestic insurers must register as a domestic corporation with the Florida Secretary of State. The following items must be submitted to the Secretary of State in order to complete this filing.

- (a) Articles of Incorporation: These must be the original executed articles which were approved by the Office of Insurance Regulation during the redomestication application.
- (b) Certificate of Designation Registered Agent/Registered Office (Official Form Enclosed). This form must be completed designating the Chief Financial Officer as the registered agent pursuant to Section 624.422 Florida Statutes.
- (c) Check made payable to the Department of State in the amount indicated on the Secretary of State filing form.
- (d) Letter to the Secretary of State requesting certified Articles of Incorporation and an Certificate of Status

Send these items to:

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
(850) 245-6052

For Courier Service ONLY Send To:

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Section I-2 Certificate of Status

The Secretary of State will mail a certificate of status directly to you as requested above (Section II-1d). This certificate **(The Original)** must be included with the application filing.

Section I-3 Articles of Incorporation

The Secretary of State will mail certified Articles of Incorporation directly to you as requested above (Section II-1d). The Articles of Incorporation **(The Originals)** must be included with the application filing.

Section I-4 Company Bylaws

Include one set of the company's executed By-Laws in this section. The By-Laws must be sealed by the company and signed by the Secretary of the company. **NO** other signatures will be accepted other than the Secretary's signature.

Section I-5 Consent and Agreement in re Service of Process (Official Form)

The Consent and Agreement in re Service of Process form (form attached) is to be accompanied by the Resolution of Board of Directors authorizing thereof (Section II-6). **NO** other signatures will be accepted other than those of the President or Chief Executive Officer and Secretary which must be under corporate seal.

Section I-6 Resolution Form - (Consent and Agreement in re Service of Process Official Form)

This resolution (form attached) gives specific authority to the President or Chief Executive Officer and Secretary to execute the agreement. The enclosed Office of Insurance Regulation Resolution Form must be used. Individualized or amended forms are unacceptable. **NO** other signatures will be accepted other than those of the President or Chief Executive Officer and Secretary which must be under corporate seal.

Section I-7 Notification of Corporate Address

Submit a letter containing the address and telephone number of the principal place of business in Florida. This letter should be signed by a corporate officer.

**APPLICATION FOR REDOMESTICATION
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PART II**

SECTION II - FINANCIAL

Section II-1 Amendment to Holding Company Registration Statement

Applicant should provide an amended Holding Company Registration Statement (Official Form).

**APPLICATION FOR REDOMESTICATION
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PART II**

CHECK LIST

SECTION I - LEGAL

Company Name: _____

<u>Item #</u>	<u>Completion Check List</u>
1. Certificate of Status	<input type="checkbox"/>
(a) Original from Secretary of State.....	<input type="checkbox"/>
2. Articles of Incorporation.....	<input type="checkbox"/>
(a) Certified by Secretary of State	<input type="checkbox"/>
(b) Original.....	<input type="checkbox"/>
3. Company Bylaws.....	<input type="checkbox"/>
(a) Bylaws executed by secretary (only)	<input type="checkbox"/>
(b) Original.....	<input type="checkbox"/>
(c) Sealed with company seal	<input type="checkbox"/>
4. Consent and Agreement in re Service of Process	<input type="checkbox"/>
(a) Signed by President or Chief Executive Officer	<input type="checkbox"/>
(b) Signed by Secretary	<input type="checkbox"/>
(c) Sealed with company seal	<input type="checkbox"/>
(d) Original.....	<input type="checkbox"/>
5. Resolution Form	<input type="checkbox"/>
(a) Signed by President or Chief Executive Officer	<input type="checkbox"/>
(b) Signed by Secretary	<input type="checkbox"/>

- (c) Sealed with company seal
- (d) Original.....
- 6. Notification of Corporate Address.....
- (a) Signed by a corporate officer

**APPLICATION FOR REDOMESTICATION
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PART II**

SECTION II- FINANCIAL

Company Name: _____

<u>Item #</u>	<u>Completion Check List</u>
1. Amended Holding Company Registration Statement.....	<input type="checkbox"/>

CHECKLIST VERIFICATION

The undersigned says that he/she is a senior officer having personal knowledge of the application submitted to the Florida Office of Insurance Regulation in connection with licensure sought by (Entity Name) _____, that he/she has read said application, that he/she knows the contents thereof and verifies that the items indicated in the application checklist have been submitted with the application, that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the applicant on behalf which the person acted, executed the instrument.

I understand that whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his or her official duties is guilty of a misdemeanor of the second degree, pursuant to Section 837.06, Florida Statutes.

Dated _____
_____ (Give full and exact name of Applicant)

Signature of President, Secretary, or Treasurer

Printed Name

Printed Title

APPLICATION FORM FOR REDOMESTICATION TO THE STATE OF FLORIDA

_____, 20 _____

TO THE FLORIDA OFFICE OF INSURANCE REGULATION
TALLAHASSEE, FLORIDA

SIR: The _____
(Give name of company or association in full)

Federal Identification Number _____

of _____
(Home Office Address) (City) (State) (Zip)

Phone Number _____

through its duly authorized officers, hereby applies for redomestication to the State of Florida.

By _____
President or Chief Executive Officer

(Seal)

Attest _____
Secretary