

FILED

JUN 23 2021

INSURANCE REGULATION
Docketed by:



OFFICE OF INSURANCE REGULATION

DAVID ALTMAIER
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 282836-21-CO

Application for Approval of the Merger of
UNIVERSAL INSURANCE COMPANY OF
NORTH AMERICA with and into UNIVERSAL
NORTH AMERICA INSURANCE COMPANY

CONSENT ORDER

This cause came on for consideration upon the filing with the FLORIDA OFFICE OF INSURANCE REGULATION (“OFFICE”) by UNIVERSAL INSURANCE HOLDINGS OF NORTH AMERICA, INC. (“APPLICANT”), of an application for the merger of UNIVERSAL INSURANCE COMPANY OF NORTH AMERICA (“UNIVERSAL INSURANCE”) with and into UNIVERSAL NORTH AMERICA INSURANCE COMPANY (“UNIVERSAL NORTH AMERICA”) pursuant to Section 628.451, Florida Statutes (“Application”). Following a complete review of the entire record, and upon consideration thereof, and being otherwise fully advised in the premises, the OFFICE hereby finds as follows:

1. The OFFICE has jurisdiction over the subject matter and the parties herein.
2. APPLICANT has applied for and, subject to the present and continuing satisfaction of the requirements, terms, and conditions established herein, has satisfactorily met all of the conditions precedent to the granting of approval by the OFFICE of the proposed merger of UNIVERSAL INSURANCE with and into UNIVERSAL NORTH AMERICA, pursuant to the requirements of the Florida Insurance Code.

3. APPLICANT is a Delaware insurance holding company whose stock is 100% owned by Universal Group, Inc., a Puerto Rico holding company. UNIVERSAL INSURANCE is a stock property and casualty insurer domiciled in the state of Florida whose stock is 100% owned by APPLICANT. UNIVERSAL NORTH AMERICA is a stock property and casualty insurer domiciled in the state of Texas whose stock is 100% owned by APPLICANT.

4. As explained in the Application, UNIVERSAL INSURANCE shall be merged with and into UNIVERSAL NORTH AMERICA, with UNIVERSAL NORTH AMERICA as the surviving entity ("Merger").

5. If the OFFICE determines that any individual for whom APPLICANT is required to submit background information as part of this Application is unacceptable under the Florida Insurance Code, APPLICANT, UNIVERSAL NORTH AMERICA, or UNIVERSAL INSURANCE shall cause the removal of said person within 30 days of notice from the OFFICE and replace them with a person or persons acceptable to the OFFICE or shall undertake such other corrective action as directed by the OFFICE. Failure to act would constitute an immediate serious danger to the public and the OFFICE may take administrative action as it deems appropriate upon the Certificate of Authority of UNIVERSAL NORTH AMERICA without further proceedings, pursuant to Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

6. UNIVERSAL NORTH AMERICA shall comply with the post-Merger Plan of Operation and supporting documents it has submitted with its Application. Prior written approval must be secured from the OFFICE before any material deviation from said post-Merger Plan of Operation.

7. APPLICANT represents that, except as described in the Application, there are no present plans or proposals to make any substantive changes to UNIVERSAL NORTH AMERICA, including liquidating it, selling any of its assets (except for transactions such as

investment portfolio transactions, in the ordinary course of business), merging or consolidating it with any other person or persons, or making any other major change in the business operations, management, or corporate structure of UNIVERSAL NORTH AMERICA.

8. APPLICANT or UNIVERSAL NORTH AMERICA shall submit the following documents to the OFFICE:

a. A copy of the fully executed Articles of Merger and Certificate of Merger, as filed with the Florida Secretary of State's office within 10 days of completion of the Merger;

b. A copy of all documents evidencing completion of the Merger within 10 days of completion of the Merger;

c. The original Certificate of Authority of UNIVERSAL INSURANCE shall be surrendered to the OFFICE within 10 days of APPLICANT's filing of the Articles of Merger and Certificate of Merger with the Florida Secretary of State's Office.

9. APPLICANT and UNIVERSAL NORTH AMERICA represent that all existing policyholders of UNIVERSAL INSURANCE will be sent a notice advising them of the Merger. Such notice is subject to a separate, prior approval by the OFFICE. Further, said notice shall include information that UNIVERSAL NORTH AMERICA will be assuming all duties and obligations that were originally those of UNIVERSAL INSURANCE.

10. Any prior orders, consent orders, or corrective action plans that APPLICANT, UNIVERSAL INSURANCE, or UNIVERSAL NORTH AMERICA have entered into with the OFFICE prior to the execution of this Consent Order shall apply and remain in full force and effect for APPLICANT or UNIVERSAL NORTH AMERICA, except where provisions of such orders, consent orders, or corrective action plans have expired; have been superseded by subsequent orders, consent orders, or corrective action plans; or are inconsistent with this Consent Order.

11. All parties to this Consent Order agree that this Consent Order shall be deemed null and void if the Merger is not completed, or any additional required regulatory approvals are not obtained, within 60 days of the execution of this Consent Order.

12. APPLICANT and UNIVERSAL NORTH AMERICA affirm and represent that all information, explanations, representations, statements, and documents provided to the OFFICE in connection with the Application, including all attachments and supplements thereto, are true and correct and fully describe all transactions, agreements, ownership structures, understandings, and control with regard to the acquisition and future operations of UNIVERSAL NORTH AMERICA. APPLICANT and UNIVERSAL NORTH AMERICA further agree and affirm that said information, explanations, representations, statements, and documents, including all attachments and supplements thereto, are material to the issuance of this Consent Order and have been relied upon by the OFFICE in its determination to enter into this Consent Order.

13. Any deadlines, reporting requirements, other provisions, or requirements set forth in this Consent Order may be altered or terminated by written approval of the OFFICE. Such approval must be requested in writing prior to any proposed deviation from the terms of this Consent Order.

14. APPLICANT, UNIVERSAL NORTH AMERICA, and UNIVERSAL INSURANCE affirm that all requirements set forth herein are material to the issuance of this Consent Order.

15. APPLICANT, UNIVERSAL NORTH AMERICA, and UNIVERSAL INSURANCE expressly waive a hearing in this matter, the making of findings of fact and conclusions of law by the OFFICE, and all further and other proceedings herein to which they may be entitled by law or rules of the OFFICE. APPLICANT, UNIVERSAL NORTH AMERICA, and UNIVERSAL INSURANCE hereby knowingly and voluntarily waive all rights

to challenge or to contest this Consent Order, in any forum now available to them, including the right to any administrative proceeding, state or federal court action, or any appeal.

16. Each party to this action shall bear its own costs and fees.

17. APPLICANT and UNIVERSAL NORTH AMERICA agree that, upon execution of this Consent Order, failure to adhere to one or more of the terms and conditions contained herein may result, without further proceedings, in the OFFICE suspending, revoking, or taking other administrative action as it deems appropriate upon UNIVERSAL NORTH AMERICA's Certificate of Authority in this state in accordance with Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

18. The parties agree that this Consent Order shall be deemed to be executed when the OFFICE has signed and docketed a copy of this Consent Order bearing the signatures of the authorized representatives of APPLICANT, UNIVERSAL NORTH AMERICA, and UNIVERSAL INSURANCE.

WHEREFORE, subject to the terms and conditions set forth above, the Application for the Merger of UNIVERSAL INSURANCE COMPANY OF NORTH AMERICA with and into UNIVERSAL NORTH AMERICA INSURANCE COMPANY, pursuant to Section 628.451, Florida Statutes, is APPROVED.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 23 day of June, 2021.



David Altmaier

David Altmaier, Commissioner
Office of Insurance Regulation

By execution hereof, UNIVERSAL INSURANCE HOLDINGS OF NORTH AMERICA, INC., consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind UNIVERSAL INSURANCE HOLDINGS OF NORTH AMERICA, INC., to the terms and conditions of this Consent Order.



UNIVERSAL INSURANCE HOLDINGS OF NORTH AMERICA, INC.

By: _____

Print Name: Miguel Barrales

Title: President

Date: June 23, 2021

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of physical presence or

online notarization, this 23rd day of June 2021, by Miguel Barrales

(name of person)

as President for Universal Insurance Holdings of North America, Inc.

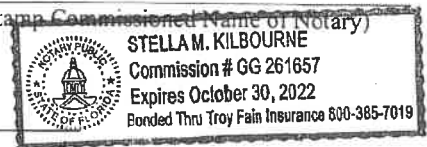
(type of authority; e.g., officer, trustee, attorney in fact)

(company name)

Stella M Kilbourne
(Signature of the Notary)

Stella M. Kilbourne

(Print, Type or Stamp Commissioned Name of Notary)



Personally Known X OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires October 30, 2022

By execution hereof, UNIVERSAL INSURANCE COMPANY OF NORTH AMERICA consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind UNIVERSAL INSURANCE COMPANY OF NORTH AMERICA to the terms and conditions of this Consent Order.



UNIVERSAL INSURANCE COMPANY OF NORTH AMERICA

By: [Signature]

Print Name: Oswaldo Miranda

Title: Vice President, Finance

Date: June 23, 2021

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of physical presence or

online notarization, this 23rd day of June 2021, by Oswaldo Miranda
(name of person)

as Vice President, Finance for Universal Insurance Company of North America
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

[Signature]
(Signature of the Notary)

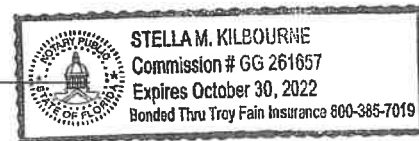
Stella M. Kilbourne

(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification _____

Type of Identification Produced _____

My Commission Expires October 30, 2022



By execution hereof, UNIVERSAL NORTH AMERICA INSURANCE COMPANY consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind UNIVERSAL NORTH AMERICA INSURANCE COMPANY to the terms and conditions of this Consent Order.



UNIVERSAL NORTH AMERICA INSURANCE COMPANY

By: [Signature]

Print Name: Miguel Barrales

Title: President

Date: June 23, 2021

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 23rd day of June 2021, by Miguel Barrales (name of person) as President for Universal North America Insurance Company (type of authority; e.g., officer, trustee, attorney in fact) (company name)

[Signature: Stella M. Kilbourne]
(Signature of the Notary)

Stella M. Kilbourne
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known OR Produced Identification

Type of Identification Produced _____

My Commission Expires October 30, 2022



COPIES FURNISHED TO:

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