

National Treatment and Coordination (E) Working Group

Company Licensing Proposal Form

DATE: 7/19/22	<u>FOR NAIC USE ONLY</u>
CONTACT PERSON: <u>Jane Barr</u>	Agenda Item # 2022-03
TELEPHONE: <u>816-783-8413</u>	Year <u>2023</u>
EMAIL ADDRESS: <u>jbarr@naic.org</u>	<u>DISPOSITION</u>
ON BEHALF OF: <u>Domestic Corp. Amend. Ad Hoc Group</u>	<input type="checkbox"/> ADOPTED _____
NAME: <u>Debbie Doggett and Cameron Piatt Co-Chairs</u>	<input type="checkbox"/> REJECTED _____
TITLE: <u>National Treatment & Coordination (E) WG</u>	<input type="checkbox"/> DEFERRED TO _____
AFFILIATION: _____	<input type="checkbox"/> REFERRED TO OTHER NAIC GROUP _____
ADDRESS: _____	<input checked="" type="checkbox"/> EXPOSED _____
_____	<input type="checkbox"/> OTHER (SPECIFY) _____

IDENTIFICATION OF SOURCE AND FORM(S)/INSTRUCTIONS TO BE CHANGED

☒ UCAA Forms ☒ UCAA Instructions ☒ Enhancement to the Electronic Application Process
☐ Company Licensing Best Practices HB

Forms:

☐ Form 2 - Application ☐ Form 3 – Lines of Business ☐ Form 8D - Questionnaire
☐ Form 6- Certificate of Compliance ☐ Form 7 – Certificate of Deposit ☐ Form 8 - Questionnaire
☐ Form 8C- Corporate Amendment Questionnaire ☐ Form 11-Biographical Affidavit ☐ Form 12-Uniform Consent to Service of Process ☐ Form 13- ProForma ☒ Form 14- Change of Address/Contact Notification
☐ Form 15 – Affidavit of Lost C of A ☒ Form 16 – Voluntary Dissolution ☐ Form 17 – Statement of Withdrawal

DESCRIPTION OF CHANGE(S)

Modified the foreign corporate amendment application forms and instructions specifically for domestic state submissions.

REASON OR JUSTIFICATION FOR CHANGE **

Create specific electronic application forms for domestic state corporate amendment filings.

Additional Staff Comments:

** This section must be completed on all forms.

Revised 07-2022

Applicant Company Name: _____

NAIC No. _____
FEIN: _____



Corporate Amendments Application
Application to Amend Domestic Certificate of Authority

To the Insurance Commissioner/Director/Superintendent of the State of:

Drop-down menu with the state list.

The Uniform Certificate of Authority Corporate Amendments Application can be used to file more than one change. The Applicant Company should mark all changes being filed on the application form and submit all items required for those changes in one application.

(Select the type of transaction for which the Applicant Company is applying.)

- ☐ Add Lines of Business: The undersigned Applicant Company hereby certifies that the lines of insurance as indicated on the Lines of Insurance Form 3 are all lines of business that (a) the Applicant Company is currently authorized to transact, (b) are currently transacted, and (c) which the Applicant Company is applying to transact.
- ☐ Name Change
- ☐ Delete Lines of Business: The undersigned Applicant Company hereby certifies that the lines of insurance as indicated on the Lines of Insurance Form 3 are all lines of business that (a) the Applicant Company is currently authorized to transact, (b) are currently transacted, and (c) which the Applicant Company is applying to delete.
- ☐ Change in Company (Corporate) Structure: The Applicant Company is requesting to change its corporate structure from reciprocal to mutual, or mutual to stock, etc. Or the Applicant Company is changing from a Life to Health company, Health to Life or Health to Property and Casualty, etc.
- ☐ Change of Statutory Home Office Address
- ☐ Amended Articles of Incorporation
- ☐ Amended Bylaws

Commented [BJ1]: If selected then what additional questions should be added to this application form and the questionnaire form 8?

Commented [BJ2R1]: Create drop down menu of options From and To

Effective Date of Name Change: _____

Previous Name of Applicant Company: _____

New Name of Applicant Company: _____

Did the Applicant Company experience a merger or an owner change prior to the name change?

Yes ☐ No ☐

If yes, please be sure a Form A application was also submitted for the merger and/or ownership change transaction.

Effective Date of Change of Corporate Structure: _____

Statutory Reference for Conversion: _____

Previous Company Type: _____

Commented [BJ3]: Drop down menu with a list of choices

New Company Type: _____

Commented [BJ4]: Drop down menu with list of choices

Has the Applicant Company's designee to appoint and remove agents changed as a result of this corporate amendment?

Applicant Company Name: _____

NAIC No. _____
FEIN: _____

Yes ☐ No ☐

If yes, please note the new designee (name natural persons only): _____

Applicant Company Name: _____

NAIC No. _____
FEIN: _____

Effective Date of Statutory Home Office Address Change: _____

Previous Statutory Home Office Address: _____

E-Mail Address: _____ Phone: _____ Fax: _____

New Statutory Home Office Address: _____

E-Mail Address: _____ Phone: _____ Fax: _____

Previous Administrative Office Address: _____

E-Mail Address: _____ Phone: _____ Fax: _____

New Administrative Office Address: _____

E-Mail Address: _____ Phone: _____ Fax: _____

Previous Mailing Address: _____

E-Mail Address: _____ Phone: _____ Fax: _____

New Mailing Address: _____

E-Mail Address: _____ Phone: _____ Fax: _____

Change in Contacts _____

Commented [BJ5]: Include link to a separate page to update content of Form 14

Are these addresses the same as those shown on the Applicant Company's Annual Statement?

Yes ☐ No ☐

If not, indicate why: _____

Date of Last Market Conduct Examination: _____

The following information is required of the individual (Applicant Company employee or paid consultant) who is authorized to represent the Applicant Company before the department.

Name: _____

Title: _____

Mailing Address: _____

E-Mail Address: _____ Phone: _____ Fax: _____

If the representative is not employed by the Applicant Company, please provide a company contact person in order to facilitate requests for detailed financial information.

Name _____

Title _____

Mailing Address _____

E-Mail Address: _____ Phone: _____ Fax: _____

Please provide a listing of all other applications filed by the Applicant Company, or any of its affiliates, which are pending before the Department:

Applicant Company Name: _____

NAIC No. _____
FEIN: _____

Applicant Company Officers' Certification and Attestation

One of the three officers (listed below) of the Applicant Company must read the following very carefully before signing:

1. I hereby certify, under penalty of perjury, that I have read the application, that I am familiar with its contents, and that all of the information, including the attachments, submitted in this application is true and complete. I am aware that submitting false information or omitting pertinent or material information in connection with this application is grounds for license discipline or other administrative action and may subject me, the Applicant Company, or both, to civil or criminal penalties.
2. I acknowledge that I am familiar with the insurance laws and regulations of the jurisdictions in which the Applicant Company is licensed or to which the Applicant Company is applying for licensure.
3. I acknowledge that I am the _____ of the Applicant Company, am authorized to execute and am executing this document on behalf of the Applicant Company.
4. I hereby certify under penalty of perjury under the laws of the applicable jurisdictions that all of the foregoing is true and correct, executed at _____.

Date

Signature of President

Full Legal Name of President

Date

Signature of Secretary

Full Legal Name of Secretary

Date

Signature of Treasurer

Full Legal Name of Treasurer

Applicant Company Name: _____

NAIC No. _____

FEIN: _____



QUESTIONNAIRE

For Adding Lines of Business to an Existing Certificate of Authority

Directions: Complete **Section I** (questions 1 – 21) for adding new lines of business. Complete **Section II** (questions 22 through 25) for deleting lines of business. Each "Yes" or "No" question is to be answered by marking an "X" in the appropriate space. All questions should be answered. If the Applicant Company denotes a question as "Not Applicable" (N/A) an explanation must be provided. Other answers and additional explanations or details may be attached to the affidavit. Please complete this form and file it with the Applicant Company's application to change lines of business to its Certificate of Authority.

Section I

1. Has the Applicant Company merged or consolidated with any other company within the last five years?
Yes ____ No ____
2. Have any of the following taken place since the date of the Applicant Company's most recent Annual Statement?
 - A. Is the Applicant Company presently negotiating for or inviting negotiations for any transaction as described in question 1 above?
Yes ____ No ____
 - B. A change of management or control?
Yes ____ No ____
 - C. Does the Applicant Company contemplate a change in management or any transaction which would normally result in a change of management within the next 12 months?
Yes ____ No ____If the answer to any question is yes, provide the details in writing and attach to the Questionnaire.
3.
 - A. Has the Applicant Company's certificate of authority to do business in any state been suspended or revoked within the last five years?
Yes ____ No ____
 - B. Has the Applicant Company's application for admission to any state been denied within the last five years?
Yes ____ No ____
 - C. Has the Applicant Company's application to add lines of business to its Certificate of Authority in any state been denied within the last five years?
Yes ____ No ____If the answer to any of the above question is yes, provide the details in writing and attach to the Questionnaire.
4. Since the date of the most recent Annual Statement, has any person who is presently an officer, director, or shareholder of the Applicant Company, been convicted of, or pleaded guilty, or nolo contendere to, a felony charge for theft, larceny or mail fraud, or of violating any corporate securities statute or any insurance statute?
Yes ____ No ____

Applicant Name: _____

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FEIN: _____

If yes, provide the details in writing and attach to the Questionnaire.

5. Is the Applicant Company presently engaged in a dispute with any state or federal regulatory agency?

Yes ____ No ____

If yes, provide the details in writing and attach to the Questionnaire.

6. Is the Applicant Company a plaintiff or defendant in any legal action other than one arising out of policy claims?

Yes ____ No ____

If yes, provide a summary of each case and attach to the Questionnaire.

7. Has the Applicant Company, within 18 months last preceding the date of this affidavit, entered into any material transactions, as defined in the NAIC Model Law on Material Transactions, with any affiliate, officer, director, trustee, or shareholder which has not been approved in writing by the state of domicile? Material transactions include: loans, transfers of assets, purchases of assets, reductions of liabilities, or reinsurance transactions.

Yes ____ No ____

If yes, provide the details in writing and attach to the Questionnaire.

8. Please explain the Applicant Company's experience, expertise or background regarding the requested lines of business. This explanation should be specific and include documentation which shows the amount of time the Applicant Company has written this product, premium volumes, profitability of the Applicant Company, applicable managerial experience and other information which demonstrates that the Applicant Company has experience in writing the requested line of business sufficient to satisfy the seasoning or experience requirements of the state in which the application is being submitted.

9. Provide a list of any affiliated parties that will be involved in the marketing, underwriting, servicing, administration, premium financing, claims adjustment or claims payment for the requested lines of business.

10. Provide a detailed description of the Applicant Company's sales techniques for the requested lines of business. The description should include:

- A. Information regarding recruitment and training of sales representatives.
- B. Identification as to whether the Applicant Company will be a direct writer or will use agents, brokers, or a combination thereof.
- C. Explanation of the compensation and control to be provided by the Applicant Company to its agents, brokers or sales personnel.
- D. Identification of any specific agency, third party administrator, or managing general agent, and a copy of the agreement.

11. Provide the following for the requested lines of business:

- A. The product lines to be sold by the Applicant Company,
- B. The Applicant Company's marketing plan, including a description of the financial, corporate, or other connections productive of insurance,
- C. The Applicant Company's current and expected competition (both regionally and nationally) and

Applicant Name: _____

NAIC No. _____

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- D. Include a detailed explanation as to how the Applicant Company will develop, purchase, control and supervise its advertising.

Applicant Company Name: _____

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FEIN: _____

A general description of the classes to be transacted is not an adequate response. For example, if the Applicant Company plans to market credit life and disability products tailored for use by credit unions, simply stating that it will transact credit life and disability is inadequate.

12. **If a parent, subsidiary, and/or affiliated insurer is already admitted** for the classes of insurance requested in the pending application, differentiate the products and/or markets of the Applicant Company from those of the admitted insurer(s).

13. **Explain in detail how (a) the Applicant Company's policies** will be underwritten, including the issuance of policies and endorsements (b) policies will be cancelled and (c) premiums and other funds will be handled, including:

- A. Identify the entity that will perform each of these functions.
- B. If personnel performing these functions will be shared with another entity, or if another entity will be performing these functions, provide an explanation of this arrangement.

14. **Explain in detail how the Applicant Company will adjust and pay claims.**

- A. Identify the entity that will perform the Applicant Company's claims adjusting and claims payment functions.
- B. If personnel for claims adjusting or claims payment will be shared with another entity, or another entity will be performing the Applicant Company's claims adjusting and claims payment, please explain this arrangement, including any affiliation with the Applicant Company.
- C. Provide detailed information as to how and by whom claim reserves will be set and modified.
- D. Does the Applicant Company pay any representative given discretion as to the settlement or adjustment of claims under life or disability policies, whether in direct negotiation with the claimant or in supervision of the person negotiating, a compensation which is in any way contingent upon the amount of settlement of such claims?

Yes ____ No ____

If yes, please provide a detailed explanation and attach to Questionnaire.

15. **Is the Applicant Company a member of a group of companies that shares any of the following:**

- A. Common facilities with another company or companies
Yes ____ No ____
- B. Services (e.g. accounting personnel for financial statement preparation)
Yes ____ No ____

If the answer to any of the above is yes please provide a detailed explanation and attach to Questionnaire.

16. Provide a company-wide, three-year pro forma balance sheet and income statement. For the lines being requested, provide (3) year premium and loss projections by line for the state in which additional lines of business have been requested. Projections should support all aspects of the proposed plan of operation, including reinsurance arrangements and any delegated function agreements. Include the assumptions used to arrive at these projections.

17. Provide an explanation of any reinsurance that will be entered into, or that is currently in place covering the requested lines of business. Provide details and attach to the Questionnaire.

18. Are any of the Applicant Company's policies being sold in connection with mutual funds or investments in securities?

Yes ____ No ____ Not Applicable ____

Applicant Name: _____

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If yes, supply details including all sales literature which refers to the insurance and mutual fund or other investment plan connection.

19. If the Applicant Company is applying for authority to write Variable Annuities, provide the following:
- A. Copy of any third party management or service contracts
 - B. Commission schedules
 - C. Five-year sales and expense projections
 - D. A statement from the Applicant Company's actuary describing reserving procedures including the mortality and expense risks which the Applicant Company will bear under the contract
 - E. Statement of the investment policy of the separate account
 - F. Copy of the variable annuity prospectus properly filed with the SEC
 - G. Copies of the variable annuity laws and regulations of the state of domicile
 - H. Copy of the variable annuity contract and application
 - I. A description of any investment advisory services contemplated relating to Separate Accounts
 - J. Board of Directors resolution authorizing the creation of the separate account.
20. If the Applicant Company is applying for authority to write Variable Life Insurance, provide the following:
- A. Copy(ies) of variable life policy(ies) the Applicant Company intends to issue
 - B. Name and experience of person(s) or firm(s) proposed to supply consulting, investments, administrative, custodial or distribution services to the Applicant Company
 - C. Disclose whether each investment advisor, 1) is registered under the Investment Advisers Act of 1940, or 2) is an investment manager under the Employee Retirement Income Security Act of 1974, or 3) whether the Applicant Company will annually file required information and statements concerning each investment advisor as required by its domiciliary state.
 - D. Copy of the variable life prospectus properly filed with the SEC
 - E. Statement of the investment policy of any separate account, and the procedures for changing such policy
 - F. Copies of the variable life insurance laws and regulations of the state of domicile
 - G. A statement from the Applicant Company's actuary describing reserving procedures including the mortality and expense risks which the Applicant Company will bear under the contract.
 - H. Standards of suitability or conduct regarding sales to policyholders
 - I. Statement authorizing the creation of the separate account (i.e. Board resolution)
 - J. Statement specifying the standards of conduct with respect to the purchase or sale of investments of separate accounts (i.e. Board resolution)

Applicant Name: _____

NAIC No. _____

FEIN: _____

21. If the Applicant Company is applying for authority to write Life Insurance, has the Applicant Company at any time within the last five years, irrespective of changes in management, taught or permitted its agents to sell insurance by using any of the following devices, or representations resembling any of the following:

A. "Centers of influence" and "advisory board"

Yes____ No____

B. Charter or founder's policy

Yes____ No____

C. Profit sharing plan

Yes____ No____

D. Only a limited number of a certain policies will be sold in any given geographical area

Yes____ No____

E. "Profits" will accrue or be derived from mortality savings, lapses and surrenders, investment earnings, savings in administration

Yes____ No____

F. Printed list of several large American or Canadian insurers showing the dollar amounts of "savings", "profits" or "earnings" they have made in such categories

Yes____ No____

If the answer to any of the above is yes, supply a complete set of all sales material including the sales manual, all Applicant Company instructional material, brochures, illustrations, diagrams, literature, "canned" sales talks, copies of the policies which are no longer in use, list of states where such methods were used and the date (by year) when they were used, the approximate amount of insurance originally written in each state on each policy form thusly sold, the amount currently in force, and the lapse ratio on each form year by year and cumulatively in gross to the present date.

Deleting Lines of Business Section II

22. Utilizing the information contained in Form 3, list all of the lines of business that the Applicant Company requests to be deleted from its Certificate of Authority.

23. Provide a detailed explanation for the Applicant Company's request to delete these lines of business.

24. Indicate the number of policyholders by line of business that will be non-renewed or cancelled if the Applicant Company's request to delete lines of business is approved.

25. Provide documentation that the Applicant Company has complied with all requirements for removal of lines of business from its Certificate of Authority, and withdrawal from the specified state.

Applicant Company Name: _____

NAIC No. _____

FEIN: _____



_____ Original Designation

_____ Amended Designation
(must be submitted directly to states)

Applicant Company Name: _____

Previous Name (if applicable): _____

Statutory Home Office Address: _____

City, State, Zip: _____ NAIC CoCode: _____

The Applicant Company named above, organized under the laws of _____, and regulated under the laws of _____ for purposes of complying with the laws of the State(s) designate hereunder relating to the holding of a certificate of authority or the conduct of an insurance business within said State(s), pursuant to a resolution adopted by its board of directors or other governing body, hereby irrevocably appoints the officers of the State(s) and their successors identified in Exhibit A, or where applicable appoints the required agent so designated in Exhibit A hereunder as its attorney in such State(s) upon whom may be served any notice, process or pleading as required by law as reflected on Exhibit A in any action or proceeding against it in the State(s) so designated; and does hereby consent that any lawful action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the State(s) so designated; and agrees that any lawful process against it which is served under this appointment shall be of the same legal force and validity as if served on the entity directly. This appointment shall be binding upon any successor to the above named entity that acquires the entity's assets or assumes its liabilities by merger, consolidation or otherwise; and shall be binding as long as there is a contract in force or liability of the entity outstanding in the State. The entity hereby waives all claims of error by reason of such service. The entity named above agrees to submit an amended designation form upon a change in any of the information provided on this power of attorney.

Applicant Company Officers' Certification and Attestation

One of the two Officers (listed below) of the Applicant Company must read the following very carefully and sign:

1. I acknowledge that I am authorized to execute and am executing this document on behalf of the Applicant Company.
2. I hereby certify under penalty of perjury under the laws of the applicable jurisdictions that all of the forgoing is true and correct, executed at _____.

Date

Signature of President

Full Legal Name of President

Date

Signature of Secretary

Full Legal Name of Secretary

Uniform Certificate of Authority (UCAA)
Uniform Consent to Service of Process
Exhibit A

Acknowledge that the state selected below is the Applicant Company's domiciliary state for which the person executing this form is appointing the designated agent for receipt of service of process:

<input type="checkbox"/> AL	Commissioner of Insurance # and Resident Agent*	<input type="checkbox"/> MO	Director of Insurance #
<input type="checkbox"/> AK	Director of Insurance #	<input type="checkbox"/> MT	Resident Agent*
<input type="checkbox"/> AZ	Director of Insurance # ^	<input type="checkbox"/> NE	Officer of Company* or Resident Agent* (circle one)
<input type="checkbox"/> AR	Resident Agent *	<input type="checkbox"/> NH	Commissioner of Insurance #
<input type="checkbox"/> AS	Commissioner of Insurance #	<input type="checkbox"/> NV	Commissioner of Insurance Commission # ^
<input type="checkbox"/> CO	Commissioner of Insurance # or Resident Agent*	<input type="checkbox"/> NJ	Commissioner of Banking and Insurance #
<input type="checkbox"/> CT	Commissioner of Insurance #	<input type="checkbox"/> NM	Superintendent of Insurance #
<input type="checkbox"/> DE	Commissioner of Insurance #	<input type="checkbox"/> NY	Superintendent of Financial Services #
<input type="checkbox"/> DC	Commissioner of Insurance and Securities Regulation # or Local Agent* (circle one)	<input type="checkbox"/> NC	Commissioner of Insurance
<input type="checkbox"/> FL	Chief Financial Officer # ^	<input type="checkbox"/> ND	Commissioner of Insurance # ^
<input type="checkbox"/> GA	Commissioner of Insurance and Safety Fire # and Resident Agent*	<input type="checkbox"/> OH	Resident Agent*
<input type="checkbox"/> GU	Commissioner of Insurance #	<input type="checkbox"/> OR	Resident Agent*
<input type="checkbox"/> HI	Insurance Commissioner # and Resident Agent*	<input type="checkbox"/> OK	Commissioner of Insurance #
<input type="checkbox"/> ID	Director of Insurance # ^	<input type="checkbox"/> PR	Commissioner of Insurance #
<input type="checkbox"/> IL	Director of Insurance #	<input type="checkbox"/> RI	Superintendent of Insurance #
<input type="checkbox"/> IN	Resident Agent* ^	<input type="checkbox"/> SC	Director of Insurance #
<input type="checkbox"/> IA	Commissioner of Insurance #	<input type="checkbox"/> SD	Director of Insurance # ^
<input type="checkbox"/> KS	Commissioner of Insurance #	<input type="checkbox"/> TN	Commissioner of Insurance #
<input type="checkbox"/> KY	Secretary of State #	<input type="checkbox"/> TX	Resident Agent*
<input type="checkbox"/> LA	Secretary of State #	<input type="checkbox"/> UT	Resident Agent* ^
<input type="checkbox"/> MD	Insurance Commissioner #	<input type="checkbox"/> VT	Resident Agent*
<input type="checkbox"/> ME	Resident Agent* ^	<input type="checkbox"/> VI	Lieutenant Governor/Commissioner#
<input type="checkbox"/> MI	Resident Agent *	<input type="checkbox"/> WA	Insurance Commissioner #
<input type="checkbox"/> MN	Commissioner of Commerce	<input type="checkbox"/> WV	Secretary of State # @
<input type="checkbox"/> MS	Commissioner of Insurance and Resident Agent* BOTH are required.	<input type="checkbox"/> WY	Commissioner of Insurance #

Commented [BJ1]: In the electronic application only one state will be displayed and that state should be the Applicant Company's domiciliary state.

For the forwarding of Service of Process received by a State Officer complete Exhibit B listing by state the entities (one per state) with **full name and address where service of process is to be forwarded**. Use additional pages as necessary. Colorado will forward Service of Process to the Secretary of the Applicant Company and requires a resident agent for foreign entities. Exhibit not required for New Jersey, and North Carolina. Florida accepts only an individual as the entity and requires an email address. New Jersey allows but does not require a foreign insurer to designate a specific forwarding address on Exhibit B. SC will not forward to an individual by name; however, it will forward to a position, e.g., Attention: President (or Compliance Officer, etc.). Washington requires an email address on Exhibit B.

* Attach a completed Exhibit B listing the Resident Agent for the Applicant Company (one per state). Include state name, Resident Agent's **full name and street address**. Use additional pages as necessary. (DC* requires an agent within a ten-mile radius of the District), (MT requires an agent to reside or maintain a business in MT).

^ Initial pleadings only.

@ Form accepted only as part of a Uniform Certificate of Authority application.

MA will send the required form to the Applicant Company when the approval process reaches that point.

~ Minnesota does not forward Service of Process. To effectively serve the Commissioner of Commerce, use the process under Minn. Stat. § 45.028. Applicant Company may complete Exhibit B to provide a Service of Process address that Commerce may keep on file.

Exhibit A

Uniform Certificate of Authority (UCAA)
Uniform Consent to Service of Process
Exhibit B

Complete for each state indicated in Exhibit A:

State: _____ Name of Entity: _____

Phone Number: _____

Email Address: _____

Mailing Address: _____

Street Address: _____

State: _____ Name of Entity: _____

Phone Number: _____

Email Address: _____

Mailing Address: _____

Street Address: _____

State: _____ Name of Entity: _____

Phone Number: _____

Email Address: _____

Mailing Address: _____

Street Address: _____

State: _____ Name of Entity: _____

Phone Number: _____

Email Address: _____

Mailing Address: _____

Street Address: _____

State: _____ Name of Entity: _____

Phone Number: _____

Email Address: _____

Mailing Address: _____

Street Address: _____

Exhibit B

Resolution Authorizing Appointment of Attorney

BE IT RESOLVED by the Board of Directors or other governing body of

(Applicant Company Name)

this _____ day of _____, 20____, that the **President or Secretary** of said entity be and are hereby authorized by the Board of Directors and directed to sign and execute the Uniform Consent to Service of Process to give irrevocable consent that actions may be commenced against said entity in the proper court of _____ (Domestic State).....

in which the action shall arise, or in which plaintiff may reside, by service of process in the state(s) indicated above and irrevocably appoints the officer(s) of the state(s) and their successors in such offices or appoints the agent(s) so designated in the Uniform Consent to Service of Process and stipulate and agree that such service of process shall be taken and held in all courts to be as valid and binding as if due service had been made upon said entity according to the laws of said state.

CERTIFICATION:

I, _____, Secretary of

(Applicant Company Name)

state that this is a true and accurate copy of the resolution adopted effective the ____ day of _____, 20____ by the Board of Directors or governing board at a meeting held on the _____ day of _____, 20____ or by written consent dated ____ day of _____, 20____.

Date _____

Secretary

Commented [BJ2]: Are there any other officers that can sign this document?



CHANGE OF ADMINISTRATIVE/MAILING OFFICE ADDRESS/CONTACT NOTIFICATION FORM

ADMINISTRATIVE/MAILING OFFICE ADDRESS/CONTACT CHANGE

If there has been an administrative office or mailing address and/ or contact person change, please complete the following:

This form will notify the domiciliary regulator of administrative/ mailing office address changes or contact person changes applicable to the Applicant Company.

Catastrophe/Disaster Coordination Contact	A contact person for state departments to contact for information if there is a catastrophe or disaster.
Claim Information Contact	A contact person for the public to contact for claim information.
Consumer Complaints Contact	A contact person for state consumer complaint staff to contact for resolution of complaints filed with the state department.
Cybersecurity Contact	A contact person for the state departments to contact regarding data security and data breaches.
External Healthcare Review Contact	A contact person for state departments to initiate the external healthcare review process.
Form and/or Rate Filings Contact	A person for state departments to contact regarding issues on policy forms filings or rate filings.
Fraud Assessment Invoice Contact	A person for state departments to contact regarding issues of payment of fraud assessments.
Local Office in Domestic/Foreign State Contact	A person for the public or state departments to contact.
Managing General Agent	A person for the public or state departments to contact.
Market Conduct Contact	A person for state departments to contact regarding market conduct issues.
Market Conduct Annual Statement (MCAS) Contact	A contact person responsible for answering questions related to the MCAS.
Market Conduct Annual Statement (MCAS) Attestation #1 Contact	The primary contact person responsible for attesting to the accuracy and completeness of the MCAS.
Market Conduct Annual Statement (MCAS) Attestation #2 Contact	The secondary contact person responsible for attesting to the accuracy and completeness of the MCAS.
Policyholder Information Contact	A person for the public to contact.
Producer Licensing Contact (Appointment)	A person for state departments to contact regarding issues of producer licensing or appointments of agents.
Regulatory Compliance/Government Relations Contact	A person for state departments to contact on matters related to regulation but unrelated to public complaints filed with the state department.
Premium Tax Contact	A person for state departments to contact regarding issues of payment of premium tax.
Company Licenses/Fees Contact	A person for state departments to contact regarding issues of payment of license fees.
Deposits Contact	A person for state departments to contact regarding statutory deposits.

Applicant Company Name: _____

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FEIN: _____

U.S. Legal Counsel (for aliens)	A person for state departments to contact.
Annual Statement Contact	A contact person responsible for answering questions in the completion of the annual statement.
Company Administrative Office Address	A change to the administrative office address of the company.
Mailing Address	A change to the mailing address of the company.

NEW CONTACT

Contact Name: _____

Title: _____

Address: _____

Phone #: _____ Toll Free/Instate Phone #: _____

E-MailAddress: _____

Previous Contact Name (if changed): _____

Entity Name of MGA (if contact or address changed): _____

MGA email: _____

NEW ADMINISTRATIVE OFFICE ADDRESS

Address: _____

Suite/Mail Stop: _____

City: _____ State: _____ Postal Code: _____

Email: _____ TollFree/InstatePhone#: _____

Main Administrative Office Phone Number: _____

NEW MAILING ADDRESS

Address: _____

Suite/Mail Stop: _____

City: _____ State: _____ Postal Code: _____

Email: _____ Toll Free/Instate Phone #: _____

Mailing Office Phone Number: _____

Signature of Preparer

Date of Preparation

Typed or Printed Name

Title of Preparer

Phone Number of Preparer

Email Address of Preparer

Applicant Name _____ NAIC No. _____
FEIN: _____



**Statement of Voluntary Dissolution
Summary of License Status in Non-Domicile States**

This statement is submitted to the Company's domestic state regulator to summarize how the Company has addressed its licensure in other states. Limit the information to those states in which a Certificate of Authority has been held within the last 10 years.

Certificate of Authority has been held from the states selected:
(select all that apply)

1. Provide date of approval of surrender of Certificate of Authority for the selected state(s).
If surrender is not in effect, please explain. (states listed should match Sch T) (a surrender date or explanation is required)

(State)	Tracking	(Date of Surrender)	Explanation

2. Do any policyholder obligations or contingent liabilities of the dissolving company exist in the selected state?

If Yes, an explanation is required:

3. Have all premium taxes, fees and other monetary obligations owed to the selected state(s) been paid?

If no, an explanation is required:

4. Does a state regulatory deposit exist in the selected state(s)?

If Yes, provide the amount and explain its purpose.

Applicant Name _____ NAIC No. _____
FEIN: _____



Certification and Attestation

I acknowledge that I am an officer of the Company, am authorized to execute and am executing this document on behalf of the Company. I hereby certify under penalty of perjury under the laws of the applicable jurisdictions that all of the forgoing, including attachments, is true and correct as of the date of signature below.

Executed at _____
Location

Date

Signature of Officer

Printed Name

Title of Office



DOMESTIC STATE CORPORATE AMENDMENTS

Existing insurers use the Uniform Certificate of Authority Corporate Amendment Application for requesting amendments to its Certificate of Authority. A Uniform State is one that is committed to using the Uniform Certificate of Authority (UCAA) review process for company licensing and admissions.

The Applicant Company can use the Corporate Amendment Application to file more than one change for the domiciliary state submission. The Applicant Company should select all applicable changes and submit all items required for those changes.

The following instructions contain a detailed explanation of the various requirements designed to assist in the completion and submission of the necessary documentation to obtain regulatory approval. The state's review process will be a comprehensive and detailed operational and financial review of the Applicant Company's business.

Corporate Amendments Application Review Process

The Corporate Amendment Application of the UCAA provides a uniform process for gaining the necessary regulatory approvals for modifications to an Applicant Company's Certificate of Authority. It is the goal of the Uniform State to process the Corporate Amendments Application within 60 calendar days of receipt.

Proprietary Information

Both regulators and the Applicant Company should note that the Applicant Company might deem confidential any communications with insurance regulatory agencies in conjunction with the Corporate Amendment Application concerning proprietary information about the Applicant Company. States may only share information determined to be confidential with other persons as authorized by law. By law, the state will not disclose to the public any information determined to be proprietary and trade secret. The Applicant Company needs to expressly identify all information in the application and in any subsequent correspondence that the Applicant Company considers proprietary or trade secret.

The [UCAA homepage](#) contains the requirements and filing process for the Corporate Amendment Application. Contact the appropriate state regulators with any questions before filing any Uniform Application. State contact information can be found on the [Addresses and Contact Information for Submission of Application chart](#).

Step One: Filing the Application **Processing Goal: 2 Weeks**

An Applicant Company may submit Corporate Amendment Applications anytime during the year. The state immediately reviews the application to ensure that it has been submitted in the required format as outlined in the instructions.

Generally, within two weeks from the date that the application is received, the state will notify the Applicant Company when it has accepted the application for filing by providing contact information of the reviewing regulator. If the state accepts the application for filing, the official filing date is the date the states select as the status of accepted as complete.

The state will contact the Applicant Company if it does not accept the application for filing due to a deficiency in the application's format. Depending upon the nature of the deficiency, the state may give the Applicant Company two weeks from the date of receipt of the notification from the department reviewing the application to correct the deficiency. Some states may notify the Applicant Company of any applications that are deficient and not accepted for filing. Electronic applications that are not accepted by the state should be withdrawn by the Applicant Company.

Step Two: Application Review

Processing Goal: 60 Days

A Corporate Amendment Application will undergo a rigorous financial and operational review in the application state. While the goal of each state is to complete this review in 60 days, the state cannot guarantee this time frame. Due to varying levels of resources available in each state or if the state needs additional information, the 60-day goal may not be attainable. The purpose of the Corporate Amendment Application is to streamline the application process and the states will make every effort to process a Corporate Amendment Application as quickly as possible.

At the conclusion of the substantive review the domiciliary state will grant the Applicant Company an amendment to the Certificate of Authority, allow the Applicant Company to withdraw the application, or will deny the application.

If the state deems the application incomplete, the Applicant Company will be automatically notified when the states provides a status and a detailed explanation. The Applicant Company can amend or withdrawal their application, a detailed explanation is required for either option. If withdrawn, the Applicant Company may wish to re-file a Corporate Amendment Application at a later date A new application and filing fee will be required for the new filing.

How to File

Refer to the [State-Specific Information](#). States that have provided their state specific requirements for domestic companies will be incorporated into the electronic application.

1. [Communication Between Applicant Company and Agency](#)
2. [Questions](#)
3. [Application and Supporting Documents](#)
4. [Updates/Changes](#)
5. [Filing Fee](#)
6. [State-Specific Information](#)

1. Communication Between Applicant Company and Agency



Once a state accepts a Corporate Amendment Application for filing, the filing will be forwarded to the assigned analyst.

Before receiving the name of the agency contact person, an Applicant Company may contact, via the UCAA Request for Information (RFI) link, the agency personnel listed on the [Addresses and Contact Information for Submission of Application](#) chart to obtain information regarding the status of a Corporate Amendment Application.

2. Questions

Section I through Section IX, Filing Requirements, provide detailed guidelines regarding the information required for the Corporate Amendment Application. For additional information, or clarification, the Applicant Company should review the [State Requirement charts](#) and [FAQs](#) prior to contacting the state.

3. Application and Supporting Documents

- All applicable forms are provided for the change type(s) selected.

4. Updates/Changes

The Applicant Company is responsible for informing states of any significant changes that occur or that the Applicant Company discovers during the application review period. Examples of significant changes include: changes in officers and directors, material acquisition or disposal of assets, changes in reinsurance, acquisition of the insurer, regulatory actions taken against the insurer, change in current business plan or corporate structure, etc.

The Applicant Company must supply amend forms promptly if any changes occur which materially affect the accuracy of the forms originally submitted in the application. The updated attachments can be submitted via the UCAA email or the application can be amended. Refer to the [Electronic Application User Guide for Corporate Amendment Applications](#).

5. Filing Fee

Please see [Filing Fees - Corporate Amendments chart](#) and [Filing Fees Matrix - Corporate Amendments chart](#), located on the UCAA website, to determine the correct fee and filing instructions for the application state. Where indicated, checks will need to be mailed directly to the application state. Refer to the appropriate state chart for mailing instructions. Include a copy of the completed Checklist for reference to the electronic application tracking number.

6. State-Specific Information

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can issue an amended Certificate of Authority. Before completing a UCAA Corporate Amendment Application the Applicant Company should be familiar with its domiciliary state requirements which are located under [State-Specific Requirements](#) on the UCAA website. Some states may have their state specific requirements incorporated into the electronic application.



Electronic Portal

The Applicant Company must first obtain a User ID and password. The individual completing the application on behalf of the Applicant Company must obtain approval from either the Corporate Secretary or General Counsel of the Applicant Company. If the Applicant Company is part of a Holding Company Structure, the User may associate multiple companies within the group to their User ID. Only one ID is allowed per individual.

A [User Guide](#) is provided as a step by step guide for utilizing the electronic application. Helpful hints are incorporated into the electronic application.

The UCAA Corporate Amendment Application has ten domiciliary change types (sections) designed to guide the Applicant Company through the licensing process.

- I. [Adding Lines of Business Filing Requirements](#)
- II. [Deleting Lines of Business Filing Requirements](#)
- III. [Name Change Filing Requirements](#)
- IV. Change of Company Structure
- V. [Change of Statutory Home Office Address Filing Requirements](#)
- VI. [Amended Articles of Incorporation](#)
- VII. [Amended Bylaws](#)
- VII. [Change of Administrative Address/Contact Notification Filing Requirement](#)
- IX. Amended Uniform Consent to Service of Process
- X. Statement of Voluntary Dissolution

Corporate Amendments Application Section I Filing Requirements - Adding Lines of Business

This section provides a guide to understanding the focus of each change type of the Corporate Amendment Application. However, there typically are multiple purposes for documents. Therefore, it is important that applications be complete.

All required forms are provided for the application change type selected, therefore it is important to read the instructions prior to starting an electronic filing to ensure the necessary corporate amendment change type is selected and the appropriate forms are provided.

Table of Contents/ Application Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
5. [Minimum Capital and Surplus Requirements](#)
6. [Plan of Operation](#)
7. [Statutory Membership\(s\)](#)
8. [State-Specific Information](#)



1. Application Form and Attachments

The application must identify all lines of insurance (Form 3) that the Applicant Company is currently authorized to transact and specify the lines of authority to add to an existing Certificate of Authority, as identified in the plan of operation (Form 8, Form 13 and Narrative).

2. Filing Fee

The application will generate an invoice based on the change type selected and state specific requirements provided and be submitted to the application state, unless specified that the state prefers to send a separate invoice. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Upload a copy of the Applicant Company's check. Include a copy of the completed Checklist for reference to the electronic application tracking number.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that allows the Applicant Company to write this line (e.g., page number, section number, etc., of the Articles of Incorporation). In addition:

- If the Articles of Incorporation have changed because of this application, file the amended Articles of Incorporation.
If the Articles of Incorporation most recently filed in the application state have not changed because of this application, do not file the Articles of Incorporation. Simply state that the current Articles of Incorporation are already on file in the application state.

4. Bylaws

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the application state.

5. Minimum Capital and Surplus Requirements

The application will need to show that the Applicant Company meets the state's statutory minimum capital and surplus requirements for the requested amendment to its Certificate of Authority. In some states, the minimum capital and surplus requirements are determined by the classes of insurance that the Applicant Company is requesting authority to transact. The state will determine the level of surplus required after considering the Applicant Company's product line, operating record and financial condition. Compliance with the statutorily prescribed minimum surplus requirement may not be sufficient for all Applicant Companies. The [Minimum Capital and Surplus Requirements](#) chart identifies the minimum capital and surplus requirements for each Uniform State. This chart also provides a contact person or a link to a state-specific format or RBC requirements and instructions. Submit an explanation of the Applicant Company's compliance with the capital and surplus requirements.

6. Plan of Operation

The Plan of Operation has three components, a brief narrative, proforma financial statements/projections (Form 13) and a completed Questionnaire ([Form 8D](#)). The narrative should include significant information not captured as a part of the Questionnaire that the Applicant Company submits in support of the application. The proforma is one of three (3) components in the Plan of Operation. The forms are located under the Corporate Amendment tab. There is a proforma for Life, Property/Casualty, Health and Title companies. Provide a company-wide, three-year proforma balance sheet and income statement. The proforma workbook should be the same business type as the financial statement blank filed with the NAIC. For the lines requested, provide three-year premium and loss projections by line of business for the application state. Projections must support all aspects of the proposed Plan of Operation, including reinsurance arrangements and any delegated function agreements. Include the assumptions used to arrive at these projections.

The proforma when applied to the Corporate Amendment application is projected data. As such, the projected amounts need not balance with historical NAIC financial filings. The projected data, however, should be relevant to the Company's history of growth and losses as contemplated by the NAIC *Accounting Practices and Procedures Manual*.

The proforma should be completed by statutory accounting and financial reporting professionals that should be available to answer any questions or concerns from reviewing regulatory staff. The proforma is completed on an annual basis, typically for a three-year time period, however, some state may require five years. The proforma balance sheet should also include the authorized control level amount to calculate the Risk-Based Capital ratio for each projected year. The proforma should start with the first full year of operation that the Applicant Company anticipates actively writing business in the state receiving the application. When preparing a five-year projection, two proforma excel workbooks can be submitted.

The proforma (Form 13) is also located in the Forms Section under each application tab on the UCAA website. Submit the narrative and completed proforma and all attachments.

7. Statutory Memberships



In some states, the Applicant Company is required to join one or more rating, guarantee or other organizations before transacting insurance. Generally, the Applicant Company's authorized lines of insurance govern statutorily mandated memberships. The [Statutory Membership Requirements](#) chart provides the list of statutory memberships that may be required before transacting insurance. Submit documentation supporting membership application(s), in states where required.

8. State-Specific Information

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review the listing of requirements on the [State-Specific requirements](#) for its state of domicile. Some states may include their state specific requirements into the electronic application. Statutory Deposit may be increased due to a change in the lines of business, the state will notify the Applicant Company if deposit adjustments are required.

Corporate Amendments Application Section II Filing Requirements Deleting Lines of Business

This section provides a guide to understanding the focus of each change type of the Corporate Amendment Application. However, there typically are multiple purposes for documents. Therefore, it is important that applications be complete.

All required forms are provided for the application change type selected, therefore it is important to read the instructions prior to starting an electronic filing to ensure the necessary corporate amendment change type is selected and the appropriate forms are provided.

Table of Contents/ Application Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
5. [Minimum Capital and Surplus Requirements](#)
6. [Plan of Operation](#)
7. [Statutory Membership\(s\)](#)
8. [State-Specific Information](#)

Application Form and Attachments

The application must identify all lines of insurance that the Applicant Company is currently authorized to transact and specify the lines of authority to delete from an existing Certificate of Authority, as identified in the plan of operation.

2. Filing Fee

The application will generate an invoice based on the change type selected and state specific requirements submitted to the application state, unless specified that the state prefers to send a separate invoice. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Upload a copy of the Applicant Company's check and reference the electronic application tracking number.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that allows the Applicant Company to write this line (e.g., page number, section number, etc., of the Articles of Incorporation). In addition:

- If the Articles of Incorporation have changed because of this application, file the amended Articles of Incorporation.

If the Articles of Incorporation most recently filed in the application state have not changed because of this application, do not file the Articles of Incorporation. Simply state that the current Articles of Incorporation are already on file in the application state.

4. Bylaws

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the application state.

5. Minimum Capital and Surplus Requirements

The application will need to show that the Applicant Company meets the state's statutory minimum capital and surplus requirements for the requested amendment to its Certificate of Authority. In some states, the minimum capital and surplus requirements are determined by the classes of insurance that the Applicant Company is requesting authority to transact. The state will determine the level of surplus required after considering the Applicant Company's product line, operating record and financial condition. Compliance with the statutorily prescribed minimum surplus requirement may not be sufficient for all Applicant Companies. The [Minimum Capital and Surplus Requirements](#) chart identifies the minimum capital and surplus requirements for each Uniform State. This chart also provides a contact person or a link to a state-specific format or RBC requirements and instructions. Submit an explanation of the Applicant Company's compliance with the capital and surplus requirements.

6. Plan of Operation



The Plan of Operation has three components, a brief narrative, proforma financial statements/projections (Form 13) and a completed Questionnaire ([Form 8D](#)).

Complete [D](#) documenting the following:

- a. Utilizing the information contained in [Form 3](#), list all of the lines of business that the Applicant Company is requesting to delete from its Certificate of Authority.
- b. Provide a detailed explanation for the Applicant Company's request to delete these lines of business.
- c. For the state, indicate the number of policyholders by line of business that will be non-renewed or cancelled if the state approves the Applicant Company's request to delete lines of business.

The UCAA website contains a [Deleting Lines of Business Requirements](#) chart of individual state requirements. Provide documentation that complies with all requirements for removal of lines of business from the Certificate of Authority. The Applicant Company should notify the foreign state(s) if a line of business has been requested to be deleted from their domiciliary state's certificate of authority

The narrative should include significant information not captured as a part of the Questionnaire that the Applicant Company submits in support of the application. The proforma is one of three (3) components in the Plan of Operation. The forms are located under the Corporate Amendment tab. There is a proforma for Life, Property/Casualty, Health and Title companies. Provide a company-wide, three-year proforma balance sheet and income statement. The proforma workbook should be the same business type as the financial statement blank filed with the NAIC. For the lines requested, provide three-year premium and loss projections by line of business for the application state. Projections must support all aspects of the proposed Plan of Operation, including reinsurance arrangements and any delegated function agreements. Include the assumptions used to arrive at these projections.

The proforma when applied to the Corporate Amendment application is projected data. As such, the projected amounts need not balance with historical NAIC financial filings. The projected data, however, should be relevant to the Company's history of growth and losses as contemplated by the NAIC *Accounting Practices and Procedures Manual*.

The proforma should be completed by statutory accounting and financial reporting professionals that should be available to answer any questions or concerns from reviewing regulatory staff. The proforma is completed on an annual basis, typically for a three-year time period, however, some state may require five years. The proforma balance sheet should also include the authorized control level amount to calculate the Risk-Based Capital ratio for each projected year. The proforma should start with the first full year of operation that the Applicant Company anticipates actively writing business in the state receiving the application. When preparing a five-year projection, two proforma excel workbooks can be submitted.

The proforma (Form 13) is also located in the Forms Section under each application tab on the UCAA website. Submit the narrative and completed proforma and all attachments.

7. Statutory Memberships

In some states, the Applicant Company is required to join one or more rating, guarantee or other organizations before transacting insurance. Generally, the Applicant Company's authorized lines of insurance govern statutorily mandated memberships. The [Statutory Membership Requirements](#) chart provides the list of statutory memberships that may be required before transacting insurance. Submit documentation supporting membership application(s), in states where required.

8. State-Specific Information

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review the listing of requirements on the [State-Specific requirements](#) for its state of domicile. Some states may include their state specific requirements into the electronic application.

Corporate Amendments Application Section III Filing Requirements (Name Change)

All required forms pertaining to a name change are automatically provided when this change type is selected.

Table of Contents/ Application Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
5. [Service of Process](#)
6. [State-Specific Information](#)
7. [Name Approval](#)

1. Application Form and Attachments

The Checklist is automatically created in the electronic application. A cover letter may be included and if required, the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority (Form 15),

2. Filing Fee

The application will generate an invoice based on the change type selected and state specific requirements provided and submit to the domiciliary state, unless the state prefers to send a separate invoice. . The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Attach a copy of the Applicant Company's check if the state does not accept electronic filing fees. Reference the electronic application tracking number with the payment.



3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that reflects the new name (e.g., page number, section number, etc., of the Articles of Incorporation). In addition:

- If the Articles of Incorporation have changed because of this application, file the amended Articles of Incorporation.
- If the Articles of Incorporation most recently filed in the application state have not changed because of this application, do not file the Articles of Incorporation. Simply state that the current Articles of Incorporation are already on file in the application state.

4. Bylaws

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the application state.

5. Service of Process

An electronically executed UCAA Service of Process ([Form 12](#)) may be required for this change type or see [state-specific requirements](#).

6. State-Specific Information

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review a listing of requirements for its domiciliary state.. [State-specific requirements](#) are located on the UCAA website. Some states may incorporate those state specific requirements into the electronic application.

8. Name Approval

Each state has different guidelines and procedures for name approval. The [Name Approval Requirements](#) chart is intended to serve as a guide for the various name approval requirements of each Uniform State. The Applicant Company should check with each state separately to ensure compliance with all applicable name approval requirements. Where applicable, submit evidence of the name approval request.

Automatic notification will be provided to the NAIC once the domiciliary state approves the name change. Verify that the NAIC has completed the name change prior to preparation of any foreign state(s) electronic application. Email confirmation to: jheinz@naic.org.

Corporate Amendments Application Section IV Filing Requirements (Change of Company Structure)

Table of Contents/ Filing Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
- 5.
6. [State-Specific Information](#)

1. Application Form and Attachments

A cover letter may be included with the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)), if required. All required forms and attachment buttons will be provided in the electronic application for the change type selected.

2. Filing Fee

The application will need to include a filing fee for the application state. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Checks will need to be mailed directly to the application state, if your domiciliary state does not accept electronic fees. Reference the electronic application tracking number with your payment.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that reflects the change to the corporate structure of the Applicant Company. (e.g., page number, section number, etc., of the Articles of Incorporation). In addition:

- If the Articles of Incorporation have changed because of this application, file the amended Articles of Incorporation.
- If the Articles of Incorporation most recently filed in the application state have not changed because of this application, do not file the Articles of Incorporation. Simply state that the current Articles of Incorporation are already on file in the application state.

4. Bylaws

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the application state.



5.

6. State-Specific Information

Some jurisdictions may have [State-Specific Requirements](#) that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review a listing of requirements for their domiciliary state. Completed the optional Form 14, if contact address information has changed because of this application.

Corporate Amendments Application Section V Filing Requirements (Change of Statutory Home Office Address)

Table of Contents/ Filing Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
5. [Service of Process](#)
6. [State-Specific Information](#)

1. Application Form and Attachments

A cover letter may be included with the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)), if required. All required forms and attachment buttons are provided in the electronic application for the change type selected.

2. Filing Fee

The application will need to include a filing fee for the application state. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart. Checks will need to be mailed directly to the application state, if your domiciliary state does not accept electronic fees. Reference the electronic application tracking number with your payment.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that reflects the change in corporate structure of the Applicant Company (e.g., page number, section number, etc., of the Articles of Incorporation). In addition:

- If the Articles of Incorporation have changed because of this application, file the amended Articles of Incorporation.

- If the Articles of Incorporation most recently filed in the application state have not changed because of this application, do not file the Articles of Incorporation. Simply state that the current Articles of Incorporation are already on file in the application state.

4. Bylaws

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws.
- If the bylaws most recently filed in the application state have not changed because of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the application state.

5. Service of Process

An executed UCAA Service of Process form ([Form 12](#)) may be required or [State-Specific Requirements](#).

6. State-Specific Information

Some jurisdictions may have [State-Specific Requirements](#) that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review a listing of requirements for their domiciliary state. Completed the optional Form 14, if contact address information has changed because of this application.

Corporate Amendments Application Section VI Filing Requirements (Amended Articles of Incorporation)

Table of Contents / Filing Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Articles of Incorporation](#)
4. [Bylaws](#)
5. [State-Specific Information](#)

1. Application Form and Attachments

A cover letter may be included with the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)), if required. All required forms and attachment buttons are provided in the electronic application for the change type selected.

2. Filing Fee

The application will need to include a filing fee for the state to which the Applicant Company is submitting. The payee name and the instructions for submitting the filing fee are included in the:



[Filing Fees - Corporate Amendments](#) chart on the UCAA website. Submit a copy of the Applicant Company's check, reference the electronic application tracking number with your payment.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that reflects the change (e.g., page number, section number, etc., of the Articles of Incorporation).

4. Bylaws

The Applicant Company should have previously filed the most current version of their bylaws.

- If the bylaws have changed as a result of this application, file the amended bylaws.
- If the most recently filed (in the state in which application is being made) bylaws have not changed as a result of this application, do not file the bylaws. Simply state that the current bylaws are already on file in the state to which this application relates.

6. State-Specific Information

Some jurisdictions may have additional requirements that must be met before a Certificate of Authority can be amended. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review a listing of requirements for the state(s) in which application is being made.

Corporate Amendments Application Section VII Filing Requirements (Amended Bylaws)

Table of Contents /Filing Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [Bylaws](#)
4. [State of Domicile Approval](#)
5. [State-Specific Information](#)

1. Application Form and Attachments

A cover letter may be included with the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority ([Form 15](#)), if required. All required forms and attachment buttons are provided in the electronic application for the change type selected.

2. Filing Fee

The application will need to include a filing fee for the state to which the Applicant Company is submitting. The payee name and the instructions for submitting the filing fee are included in the [Filing Fees - Corporate Amendments](#) chart on the UCAA website. For electronic filings, checks will need to be mailed directly to the application state, reference the electronic application tracking number with your payment.

3. Bylaws

Indicate the location of the language within the bylaws that reflects the change (e.g., page number, section number, etc., of the bylaws).

5. State-Specific Information

Some jurisdictions may have additional requirements that must be met before a Certificate of Authority can be amended. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review a list of requirements for the state in which application is being made.

The following applications are considered stand-alone applications.

Corporate Amendments Application Section VII

Filing Requirements (Change of Mailing/Administrative Office Address/Contact Notification)

Instructions

The Applicant Company should complete the Corporate Amendment Application Section VII as a courtesy filing in conjunction with other changes or to notify regulatory officials of an administrative office or mailing address changes or contact person changes applicable to the Applicant Company. For electronic filings, this change is submitted separately (stand-alone) or in conjunction with any other change type.

Table of Contents / Filing Requirements

1. [Application Form and Attachments](#)
2. [State-Specific Information](#)

1. Application Form and Attachments - Item 1 of Application

The Change of Administrative Office Address/Contact Notification is used to update contact information or administrative office address information and does not require an approval. Submit a completed Change of Mailing/Administrative Office Address/Contact Notification ([Form 14](#)).

2. State-Specific Information - Item 2 of Application

The Applicant Company should review the [State-specific requirements](#) for the application state.



Corporate Amendments Application Section IX

Filing Requirements (Uniform Consent to Service of Process)

This section provides a guide to understanding the focus of a stand-alone Uniform Consent to Service of Process Application. It is important that the application be complete.

Please [contact the states individually](#) if there are questions about a specific document that is not noted under the state specific instructions on the UCAA website.

The electronic stand-alone application is located under the [Electronic Application](#) link on the UCAA web site and requires a user ID and password to access.

Please read the following Instructions before proceeding in completing Corporate Amendment Application Section IX.

Instructions

The Applicant Company can complete the Uniform Consent to Service of Process Application as a stand-alone filing or in conjunction with any other Corporate Amendment Application via the electronic application where a service of process form is required to notify regulatory officials of service of process changes to the Applicant Company.

Table of Contents /Filing Requirements

1. [Application Form and Attachments](#)
2. [Filing Fee](#)
3. [State-Specific Information](#)

1. Uniform Consent to Service of Process Form

The Uniform Consent to Service of Process is located on the UCAA website. Submit a completed Uniform Consent to Service of Process ([Form 12](#)) via the electronic stand-alone application process.

2. Filing Fee

The application will need to include a filing fee if required by the application state. Check the Corporate Amendment Filing Fee chart /Filing Fee Matrix on the UCAA website or contact the application state for filing requirements. If retaliatory, verify fee information via the State [Retaliatory Information](#) link. Submit a copy of the Applicant Company's check. For electronic filings, the fees should reference the electronic filing's tracking number.

3. State-Specific Information

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can accept the amended Consent to Service of Process form. Before completing a

UCAA Uniform Consent to Service of Process Application, the Applicant Company should review the listing of [State-Specific Requirements](#) for the application state.

Corporate Amendments Application Section X

Filing Requirements (Statement of Voluntary Dissolution)

This section provides a guide to understanding the purpose of completing the statement of voluntary dissolution. This courtesy filing does not require approval but should be provided when the Applicant Company is exiting the marketplace. This form is also available for [Risk Retention Group registrations](#).

This form should be completed by those reporting entities that are ending their existence in all states. The Applicant Company should complete Form 16a or 16b and submit to the domicile state when requesting dissolution or cancellation of the Certificate of Authority and may also be requested by non-domiciliary states when requesting cancellation of the foreign Certificate of Authority (Form 17 Statement of Withdraw). The purpose of the form is to provide information about the status of all foreign Certificates of Authority and any obligations that are still present in those states.

Table of Contents /Filing Requirements/Columns

- [1. List state\(s\) where certificate of authority has been held.](#)
- [2. Approval date for the surrender of the Certificate of Authority.](#)
- [3. Policyholder obligations or contingent liabilities.](#)
- [4. Status of premium taxes, fees and other monetary obligations to the foreign state.](#)
- [5. State deposits, amount and purpose.](#)

1. Certificate of Authority has been held from the states listed below

List each state from which the entity has held a certificate of authority during the last 10 years. Include states where a certificate of authority had been issued and surrendered within the 10-year period. For Risk Retention Groups-list each state from which the entity has registered during the last 10 years. Include states where a registration had been issued and surrendered within the 10-year period.

2. Approval date of surrender of Certificate of Authority by state

Report the date that the state department of insurance approved the surrender or cancellation of the Certificate of Authority in that state. For Risk Retention Groups – report the date of registration cancellation by state.

3. Policyholder obligations or contingent liabilities

Report any kind of obligation that exists on the date of the signature on this form which is related to the policies or contracts issued by the entity or RRG. Include claim obligations, loss adjustment expenses, involuntary reinsurance pool obligations and any other unpaid charges that arise from policies or contracts written in that state or that are expected to arise from the policy or contract activities of the entity or RRG in that state. Estimate the amount if the actual amount is not known.

4. Premium taxes, fees and other monetary obligations owed to the foreign state

Report any other obligations that exist on the date of the signature on this form. Include taxes, fees, assessments, creditor obligations and any other unpaid charges that arise from that state or that are



expected to arise from the operations of the entity or RRG in that state. Estimate the amount if the actual amount is not known.

5. State Deposit

Report the amount of any statutory or regulatory deposit that exists in the state on the date of the signature on this form. Explain the reason for the deposit, if known.