ROLL CALL

Cynthia Donovan, Chair Indiana Mary Mostoller Florida
Maxine Froemling Alaska Joel Sander Oklahoma
Jill Jacobi California Cressinda Bybee Pennsylvania
Kathy Belfi Connecticut Godwin Ohaechesi Texas
Dave Lonchar Delaware Gayle Pasero Washington

AGENDA

   Attachment One

2. Continue Discussion of Change of Address Requirements—Cynthia Donovan (IN) 
   ➢ Change of Address Objectives 
   ➢ CA, MO and NAIC Staff Proposals 
   Attachment Two 
   Attachment Three A–D

3. Any Other Matters Brought Before the Subgroup

4. Adjournment
This page intentionally left blank.
# National Treatment and Coordination (E) Working Group

## Company Licensing Proposal Form

| CONTACT PERSON: | Crystal Brown |
| TELEPHONE: | 816-783-8146 |
| EMAIL ADDRESS: | cbrown@naic.org |
| ON BEHALF OF: | IN DOI |
| NAME: | Cindy Donovan |
| TITLE: | Chief Financial Examiner |
| AFFILIATION: | Indiana Department of Insurance |
| ADDRESS: | 311 W. Washington St, Suite 103 Indianapolis, IN 46204 |

**FOR NAIC USE ONLY**

| Agenda Item # | 2015-01 |
| DISPOSITION | |
| [ ] ADOPTED | |
| [ ] REJECTED | |
| [ ] DEFERRED TO | |
| [ ] REFERRED TO OTHER NAIC GROUP | |
| [ ] EXPOSED | |
| [ ] OTHER (SPECIFY) | |

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

| [ ] Form 1 – Checklist | [ ] Form 2 - Application | [ ] Form 3 – Lines of Business |
| [ ] Form 6- Certificate of Compliance | [ ] Form 7 – Certificate of Deposit | [ ] Form 8 - Questionnaire |
| [ ] Form 8C- Corporate Amendment Questionnaire | [ ] Form 11-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)

Revise the language in the *Company Licensing Best Practices Handbook*, Application Review, Corporate Amendment Application – Proposed/Completed Change of Control of Foreign Insurers, Section 8. State of Domicile Approval to incorporate a reference to the Holding Company Act Filings. Also modify the instructions to include the same language as the Best Practices for consistency.

## REASON OR JUSTIFICATION FOR CHANGE **

The proposed change would add clarifying language to Section 8 in a change of control to reference that the domiciliary state should have already approved the Holding Company Act Filings.

## Additional Staff Comments:

2-10-15 cgb If changes are made to the Best Practices, consider making changes to the instructions for consistency purposes.

** This section must be completed on all forms.  
Revised 01-2014
Corporate Amendment Application – Proposed/Completed Change of Control of Foreign Insurers

The classification of the application instruction sections is illustrated in the following chart.

<table>
<thead>
<tr>
<th>Application Instruction Sections</th>
<th>Administrative Filing</th>
<th>Analysis of Current Condition</th>
<th>Analysis of Business Plan</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Application Form and Attachments</td>
<td>✅</td>
<td>✅</td>
<td>✅</td>
</tr>
<tr>
<td>2. Filing Fee</td>
<td>✅</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3. Articles of Incorporation</td>
<td>✅</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. Bylaws</td>
<td>✅</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. Plan of Operation</td>
<td></td>
<td></td>
<td>✅</td>
</tr>
<tr>
<td>6. State-Specific Information</td>
<td>✅</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7. Uniform Consent to Service of Process</td>
<td>✅</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8. State of Domicile Approval</td>
<td>✅</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9. NAIC Biographical Affidavits</td>
<td></td>
<td>✅</td>
<td></td>
</tr>
</tbody>
</table>

Administrative Items

Proposed change of control transaction information (proposed transaction) and a second filing of actual information after the change of control are complete (completed transaction). This application is not applicable for filing in a state if the insurer is a domestic insurer in that state.

Section 1. Application Form and Attachments
- Form 1C “Corporate Amendments Application Checklist” – The coordinator should review the checklist for completeness and that all described documents are included in the application. As stated on the checklist form, this document is simply a guide. It is a reminder of what should initially be included in the application package in order for it to be considered complete. This form is all-inclusive, but should be completed with due consideration to the specific amendment(s) requested. Items required are dependent upon the request of the applicant.
- Form 2C “Corporate Amendments Application” – The coordinator should review the form for completeness. This form contains minimum required information.

Section 8. State of Domicile Approval
- Verify that the domiciliary state entered the Holding Company Act filings into the Form A Database and approved the change of control.
Corporate Amendments Application Section VIII
Filing Requirements (Proposed/Completed Change of Control of Foreign Insurers)

All forms required for the Corporate Amendments Application are located under the Corporate Amendment Application tab in the UCAA Forms Section in the Forms section on the UCAA website.

Please read the following Instructions before in completing Corporate Amendments Application Section VIII.

Instructions

The Corporate Amendments Application Section VIII provides for submission of proposed change of control transaction information (proposed transaction) and a second filing of actual information after the change of control is complete (completed transaction). Section VIII is not applicable for filing in a state if the insurer is a domestic insurer in that state.

Table of Contents

1. Application Form and Attachments
2. Filing Fee
3. Articles of Incorporation
4. Bylaws
5. Plan of Operation
6. NAIC Biographical Affidavits
7. Uniform Consent to Service of Process
8. State of Domicile Approval
9. State-Specific Information

8. State of Domicile Approval

Provide a copy of the approval from the Applicant Company’s state of domicile when the change of control is completed. Include as Item 8 of the completed transaction application.
This page intentionally left blank.
UCAA - Change of Address Objectives:

The Change of Address discussion arose during the E-Reg Conference 2014 and it was suggested that the National Treatment and Coordination Working Group look at the instructions to clarify when a corporate amendment application is required and when a Form 14 is appropriate. Feedback (Survey) indicated that in some instances, both forms were submitted to the state for the same change, because the company sent a form 14 first, and then it was determined that the articles or bylaws were changed therefore a corporate amendment filing was required. The Working Group referred this task to the Subgroup.

NAIC staff has also received many questions from companies on which form (2C or 14) to complete for a change of address. NAIC staff has directed companies to complete a corporate amendment application (2C) if the change of address is for the statutory home office address. If the address change is related only to a mailing address, then Form 14 should be completed. Many companies have said that they do not know which corporate amendment type to select because the current corporate amendment type states “Change of City of Domicile within Domestic State” and they are staying within the same city. Below is an example of the types of questions NAIC staff has received.

Example of the type of question NAIC staff receives:

Are we able to process a change of address for our insurance companies via UCAA electronic filing? When I logged into my account and went to the corporate amendment option, these were the options available to me (please see below). Since we are not changing cities in the state we are located (simply moving to a different building in the same city), it did not appear we could. However, some of the state's department of insurance have advised we could. Could you please clarify whether this is an option. Obviously, being able to process one application for many states would be ideal. If you could please advise, I would greatly appreciate it. Thank you.

![Specify Corporate Amendment Change Types](image-url)
The Subgroup first discussed the change of address requirements on the May 13, 2014 call and it was stated during the call that the focus should be on how to improve and clarify the instructions on when a Form 14 is required versus a corporate amendment and define “statutory” versus “home office” address. It was also suggested that the Subgroup define the various change of address scenarios. A technical group was formed to work on the development of the definitions and scenarios.

There were three ideas discussed by the technical group for Form 14:
1. Incorporate Form 14 into the corporate amendment application
2. Would remain a stand-alone filing
3. Could be either a stand-alone or part of the corporate amendment filing.

Currently, any form (including Form 14) can be included with a corporate amendment application by downloading Form 14 from the UCAA website and attaching it under the state specific information section of the corporate amendment application. This can currently be accomplished but will not update the checklist unless a separate attachment button is added under general attachments.

Form 14 in the electronic application is a stand-alone application.

Summary of the proposed changes:
1. California Proposal for Form 14
   a. Additional language was added to indicate that Form 14 could be completed as a supplemental attachment in conjunction with the corporate amendment application.

   EXISTING LANGUAGE:

   MAILING ADDRESS/CONTACT CHANGE

   This form is to be completed as a courtesy filing in conjunction with other changes or to notify regulatory officials of mailing address changes or contact person changes applicable to the Applicant Company. For each address change, please indicate one or more areas for which the change given below is applicable:

   PROPOSED NEW:

   MAILING ADDRESS/CONTACT CHANGE

   If there has been a mailing address or contact person change, please complete the following:

   This form will notify regulatory officials of mailing address changes or contact person changes applicable to your Company or it may be completed as a supplemental filing in conjunction with other corporate amendment filings. Check state specific requirements. For each change, please indicate the one or more areas for which the change is applicable:

   b. Additional language was added indicating that Form 14 served a dual purpose.
EXISTING LANGUAGE:

Note: Do not use this form to notify states for a change of address requiring a corporate amendment or person receiving Service of Process. This change should be submitted by completing a Corporate Amendment Application or a Uniform Consent to Service of Process.

PROPOSED NEW:

Note: This form serves a dual purpose. It may be submitted stand alone or as a supplement to another corporate amendment application. Additional corporate amendment filings are required for Statutory Home Office, changes to articles or by-laws or for changes in the addressees related to the person authorized to receive Service of Process. These changes require a Corporate Amendment Application or a Uniform Consent to Service of Process. Check state specific requirements.

c. Additional Language to be incorporated into the instructions (proposed by Indiana)

Corporate Amendments Application Section VI
Filing Requirements (Change of Address/Contact Notification)

Instructions

The Applicant Company should complete the Corporate Amendments Application Section VI as a courtesy filing in conjunction with other changes or to notify regulatory officials of address changes or contact person changes applicable to the Applicant Company.

Table of Contents

1. Application Form and Attachments
2. State-Specific Information

1. Application Form and Attachments

*Please note if making only a mailing address or contact person change, Form 14 can be filed as a stand-alone filing. However, if changes require a Corporate Amendments Application, Form 14 can be attached to the Corporate Amendment filing.*

The Change of Address/Contact Notification is located on the UCAA website. Submit a completed Change of Address/Contact Notification (Form 14).
2. Missouri Proposal for Form 2C
   a. Modify the UCAA Instructions to update invalid information and add consistency and/or clarity in wording to many sections. Section V is modified to change the wording to Statutory Home Office Address from City of Domicile, consistent with the proposed changes to Form 2C. Two new sections are added to provide separate instructions for completion of Forms 12 and 14, which can be filed as standalone documents without filing a Corporate Amendment. Numbering within the sections was modified to be consistent with the numbering on the Checklist. Clarification was also added to clarify that Bylaws and Amended Articles ought to be checked if those items are being modified as a result of the Amendment.

   IMPACT TO ELECTRONIC APPLICATION: These modifications would change the functionality of the current electronic application logic. Basically, the corporate amendment section of the electronic application would need to be rewritten to incorporate and validate these changes.

   b. Modify Form 1C to add Change of Address / Contact Notification as checklist item that may be filed in conjunction with a Corporate Amendment Application.

   IMPACT TO ELECTRONIC APPLICATION: This could be utilized as an attachment button, but to incorporate the fillable form into the application would change the logic of the current application if this was an “optional” form, but not a required form.

   c. Modify Form 2C to refer to Statutory Home Office rather than City of Domicile, remove Change of Address / Contact Notification as a type of transaction being applied for and reorganize the questions on the Form into categories to clarify which questions need to be addressed depending on the type of corporate amendment(s) being filed.

3. NAIC Staff Proposal
   a. Form 14 would continue as a stand-alone application, however, change the use of the form as only a notification for contact changes.

   b. Corporate Amendment filing for statutory home office address change. The purpose of the proposed change is to clarify the filing requirements, instructions and the corporate amendment application type that an Applicant Company will need to complete when submitting a change of address to foreign states. The proposed changes provide additional consistency between Form 2E and 2C for company contact information. The flow of the application was also restructured to allow for the information pertaining to the various corporate amendment types to be grouped together for easier review of the application.

   The Subgroup may need to review the wording of the instructions for the Change of Address to ensure that the instructions encompass both the hard copy and electronic filing requirements.
IDENTIFICATION OF SOURCE AND FORM(S)/INSTRUCTIONS TO BE CHANGED


Forms:
[ ] Form 1 – Checklist [ ] Form 2 - Application [ ] Form 3 – Lines of Business
[ ] Form 6 - Certificate of Compliance [ ] Form 7 – Certificate of Deposit [ ] Form 8 - Questionnaire
[ ] Form 8C - Corporate Amendment Questionnaire [ ] Form 11 - Uniform Consent to Service of Process
[ ] Form 13 - ProForma [X] 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)

Proposed clarifications to form instructions. Changes will differentiate between a name change and an address change, clarify that the form may be submitted as stand-alone or supplemental, and encourage filers to check state specific instructions.

REASON OR JUSTIFICATION FOR CHANGE **

Drafted after discussions with subgroup and comments received at E-Reg regarding confusion as to when the form may be used.

Additional Staff Comments:

12-2-14 cgb – the electronic application does not currently support this functionality, enhancements would need to be made to the electronic application to allow for a separate attachment of Form 14 to the corporate amendment application.

** This section must be completed on all forms. Revised 01-2014
CHANGE OF MAILING ADDRESS/CONTACT NOTIFICATION FORM

NAME CHANGE

If there has been a name change and/or a mailing address change, please complete the following:

Previous Company Name: _____________________________________________________________________________

Current Company Name: _____________________________________________________________________________

MAILING ADDRESS/CONTACT CHANGE

If there has been a mailing address or contact person change, please complete the following:

This form is to be completed as a courtesy filing in conjunction with other changes or to notify regulatory officials of mailing address changes or contact person changes applicable to your Company. It may be completed as a supplemental filing in conjunction with other corporate amendment filings. Check state specific requirements. For each address-change, please indicate the one or more areas for which the change given below is applicable:

<table>
<thead>
<tr>
<th>Contact Type</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Catastrophe/Disaster Coordination Contact</td>
<td>A contact person for state departments to contact for information if there is a catastrophe or disaster.</td>
</tr>
<tr>
<td>Claim Information Contact</td>
<td>A contact person for the public to contact for claim information.</td>
</tr>
<tr>
<td>Consumer Complaints Contact</td>
<td>A contact person for consumer complaint staff to contact for resolution of complaints filed with the state department.</td>
</tr>
<tr>
<td>Form and/or Rate Filings Contact</td>
<td>A person for state departments to contact regarding issues on policy forms filings or rate filings.</td>
</tr>
<tr>
<td>Local Office in Domestic/Foreign State Contact</td>
<td>A person for the public or state departments to contact.</td>
</tr>
<tr>
<td>Managing General Agent</td>
<td>A person for the public or state departments to contact.</td>
</tr>
<tr>
<td>Market Conduct Contact</td>
<td>A person for state departments to contact regarding market conduct issues.</td>
</tr>
<tr>
<td>Policyholder Information Contact</td>
<td>A person for the public to contact.</td>
</tr>
<tr>
<td>Producer Licensing Contact (Appointment)</td>
<td>A person for state departments to contact regarding issues of producer licensing or appointments of agents.</td>
</tr>
<tr>
<td>Regulatory Compliance/Government Relations Contact</td>
<td>A person for state departments to contact on matters related to regulation but unrelated to public complaints filed with the state department.</td>
</tr>
<tr>
<td>Premium Tax Contact</td>
<td>A person for state departments to contact regarding issues of payment of premium tax.</td>
</tr>
<tr>
<td>Company Licenses/Fees Contact</td>
<td>A person for state departments to contact regarding issues of payment of license fees.</td>
</tr>
<tr>
<td>Deposits Contact</td>
<td>A person for state departments to contact regarding statutory deposits.</td>
</tr>
<tr>
<td>U.S. Legal Counsel (for aliens)</td>
<td>A person for state departments to contact.</td>
</tr>
<tr>
<td>Annual Statement Contact</td>
<td>A contact person responsible for answering questions in the completion of the annual statement.</td>
</tr>
<tr>
<td>Company Mailing Address</td>
<td>A change to the mailing address of the company.</td>
</tr>
</tbody>
</table>

Note: The use of this form serves a dual purpose. It may be submitted stand alone or as a supplement to notify states for a change of address requiring another corporate amendment application. Additional corporate amendment filings are required for Statutory Home Office, changes to articles or by-laws or for changes in the addressee related to the person authorized to receiving Service of Process. These changes require should be submitted by completing a Corporate Amendment Application or a Uniform Consent to Service of Process. Check state specific requirements.
This notice is for all states; OR this notice is for the following state(s) only:

<table>
<thead>
<tr>
<th>AL</th>
<th>AK</th>
<th>AS</th>
<th>AZ</th>
<th>AR</th>
<th>CA</th>
<th>CO</th>
<th>CT</th>
<th>DE</th>
<th>DC</th>
<th>FL</th>
<th>GA</th>
</tr>
</thead>
<tbody>
<tr>
<td>GU</td>
<td>HI</td>
<td>ID</td>
<td>IL</td>
<td>IN</td>
<td>IA</td>
<td>KS</td>
<td>KY</td>
<td>LA</td>
<td>ME</td>
<td>MD</td>
<td>MA</td>
</tr>
<tr>
<td>MI</td>
<td>MN</td>
<td>MS</td>
<td>MO</td>
<td>MT</td>
<td>NE</td>
<td>NV*</td>
<td>NH</td>
<td>NJ</td>
<td>NM</td>
<td>NY</td>
<td>NC</td>
</tr>
<tr>
<td>ND</td>
<td>OH</td>
<td>OK</td>
<td>PA</td>
<td>PR</td>
<td>RI</td>
<td>SC</td>
<td>SD</td>
<td>TN</td>
<td>TX</td>
<td>UT</td>
<td></td>
</tr>
<tr>
<td>VT</td>
<td>VI</td>
<td>VA</td>
<td>WA</td>
<td>WV</td>
<td>WI</td>
<td>WY</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* State-Specific Form required

**NEW CONTACT**

Contact Name: _______________________________________________________________________________________

Title: _____________________________________________________________________________________________

Address: _______________________________________________________________________________________

Phone #: _______________________ Fax #: _______________________ E-Mail Address: _________________________

Previous Contact Name (if changed): __________________________________________________________________

Name of MGA (if contact or address changed): __________________________________________________________________

Note: If there are multiple contacts in different locations, please attach a separate sheet with all pertinent information for each.

**NEW MAILING ADDRESS**

Address: _______________________________________________________________________________________

Address 2: ________________________________________ Suite/Mail Stop: ____________________________

City: __________________________ State: _________________ Zip Code: _________________________

Email: _______________________________________

Phone Number: _______________________ Fax: _______________________

______________________________ ______________________________
Signature of Preparer Date of Preparation

______________________________ ______________________________
Typed or Printed Name Title of Preparer

______________________________ ______________________________
Phone Number of Preparer Email Address of Preparer
This page intentionally left blank.
National Treatment and Coordination (E) Working Group

Company Licensing Proposal Form

DATE: 12/01/2014

CONTACT PERSON: Crystal Brown
TELEPHONE: 816-783-8146
EMAIL ADDRESS: CBrown@naic.org
ON BEHALF OF:
NAME: Debbie Doggett
TITLE: Chief Financial Analyst
AFFILIATION: Missouri
ADDRESS: 301 West High St., Rm 530
Jefferson City, MO 65102

FOR NAIC USE ONLY
Agenda Item #
Year

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


Forms:
[X] Form 1 – Checklist [X] Form 2 - Application [ ] Form 3 – Lines of Business
[ ] Form 6– Certificate of Compliance [ ] Form 7 – Certificate of Deposit [ ] Form 8 - Questionnaire
[ ] Form 8C- Corporate Amendment Questionnaire [ ] Form 11-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)
Modify the UCAA Instructions to update invalid information and add consistency and/or clarity in wording to many sections. Section V is modified to change the wording to Statutory Home Office Address from City of Domicile, consistent with the proposed changes to Form 2C. Two new sections are added to provide separate instructions for completion of Forms 11 and 14, which can be filed as standalone documents without filing a Corporate Amendment. Numbering within the sections was modified to be consistent with the numbering on the Checklist. Clarification was also added to clarify that Bylaws and Amended Articles ought to be checked if those items are being modified as a result of the Amendment.

Modify Form 1C to add Change of Address / Contact Notification as checklist item that may be filed in conjunction with a Corporate Amendment Application.
Modify Form 2C to refer to Statutory Home Office rather than City of Domicile, remove Change of Address / Contact Notification as a type of transaction being applied for and reorganize the questions on the Form into categories to clarify which questions need to be addressed depending on the type of corporate amendment(s) being filed.

REASON OR JUSTIFICATION FOR CHANGE **
To add clarity and consistency to wording within the instructions, to modify for Statutory Home Office Address changes, and to provide separate instructions for Forms 11 and 14.

To remind Applicants that Form 14 may need to be completed as the result of a Corporate Amendment, either as an attachment to the amendment or as a separate filing.
The change to Statutory Home Office from City of Domicile has been discussed by the WG to clarify when a corporate amendment is necessary (i.e., may still need to be filed even when moving from one address to another within the same city of domicile). The removal of the Contact Notification is to clarify that Form 14 is a standalone filing and not considered a corporate amendment. Other changes are being made to add clarification and minimize confusion by those completing the Form.

**Additional Staff Comments:**

12-2-14- cgb - the electronic application does not currently support this functionality and these changes would require recoding of the electronic application process.

**This section must be completed on all forms.**
CORPORATE AMENDMENTS APPLICATION

An existing insurer uses the Uniform Certificate of Authority Corporate Amendments 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 Amendments Application to file more than one change in the same submission. The Applicant Company should mark all changes it files on the application form and submit all items required for those changes.

The following pages contain a detailed explanation of the various requirements, along with instructions designed to assist in the preparation and submission of the necessary documentation to obtain regulatory approval. Each state’s review process may follow slightly different time lines to complete a comprehensive and detailed operational and financial review of the Applicant Company’s business. It is the goal of all Uniform States to complete their review of the Corporate Amendments Applications within 60 calendar days of receipt. The 60-day review process includes two weeks to determine if the application is complete and acceptable for filing. During the remaining time-span, the application will receive a financial and operational review. The state may not achieve the 60-day processing goal in instances where the application requires substantial follow-up, or in states with limited resources, or in instances when the Applicant Company files applications during peak business periods such as year-end and annual statement filing periods.

Based on the circumstances of a particular application, it may be necessary for the reviewing state to request additional information. Typically, the state will request any additional information within 30 days after it accepts the application.

There are twelve sections to instructions for the UCAA Corporate Amendments Application has eight sections designed to guide the applicant through the amendment process:

I. Application Review Process
II. Adding and Deleting Lines of Business Filing Requirements
III. Name Change Filing Requirements
IV. Redomestication of a Foreign Insurer Filing Requirements
V. Change of Statutory Home Office Address within the State of Domicile Filing Requirements
VI. Change of Address/Contact Notification Filing Requirement
VII. Merger of two or more Foreign Insurers
VIII. Proposed/Completed Change of Control of Foreign Insurers
IX. Amended Articles of Incorporation
X. Amended Bylaws
XI. Statement of Withdrawal/Complete Surrender of Certificate of Authority Application
XII. How to File

The goal of the UCAA is to provide a streamlined approval process. However, some states have state-specific filing requirements based on either statutory requirements or internal procedures. All Applicant Company’s must be familiar with the insurance laws of the state to which they submit an application. Please see State Charts on the UCAA website for information about how to obtain a copy of the laws, regulations and bulletins for the application state.

If there are any questions about the uniform amendment process, a list of contact names, addresses and telephone numbers is available on the UCAA website. It is highly recommended that the Applicant Company contact each state with any questions before submitting the application for review.
The Corporate Amendments 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 each Uniform State to process all Corporate Amendments Applications within 60 calendar days of receipt. The 60 day review process includes two weeks to determine if the application is complete and acceptable for filing. During the remaining time span, the application will receive a financial and operational review. The states may not achieve the 60-day processing goal in instances where the application requires substantial follow-up, or in states with limited resources or in instances when the applicant files applications during peak business periods such as year-end and annual statement filing periods.

Based on the circumstances of a particular application, it may be necessary for the reviewing state to request additional information. Typically, the state will request any additional information that it needs within 30 days after the state accepts the application.

Proprietary Information

Both regulators and Applicant Companies should note that the Applicant Company might deem confidential any communications with insurance regulatory agencies in conjunction with the Corporate Amendments 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. Each 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 website explains the requirements and filing process for the Corporate Amendments Application. Please do not hesitate to contact the appropriate state regulators with any questions before filing any Uniform Application.

Step One: Filing the Application
Processing Goal: 2 Weeks

An Applicant Company may submit Corporate Amendments Applications anytime during the year. The state immediately reviews Corporate Amendments Applications to ensure that the Applicant Company submits these in the required format as outlined in Section II through Section VIII.

Generally, within two weeks from the date the state receives the application, the state notifies the Applicant Company whether or not it has accepted the application for filing. If the state accepts the application for filing, it will assign an official filing date.

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 notification from the department reviewing the application to correct the deficiency. Some states may return to the Applicant Company any application that are deficient and not accepted for filing.

Step Two: Application Review
Processing Goal: 60 Days

A Corporate Amendments 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, a substantive review of the Corporate Amendments Application may take longer than 60 days in some cases. Furthermore, if the state needs additional information to complete a substantive review of an application, the review may also take longer to complete. Once the state makes a request for additional information, it suspends the 60-day goal until the state receives the requested information. The purpose of the Corporate Amendments
Application is to streamline application processing and the states will make every effort to process a Corporate Amendments Application as quickly as possible.

At the conclusion of the substantive review by the reviewing state, the 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 denies the application, the state will notify the Applicant Company and provide a detailed explanation for the denial. After the denial, if the Applicant Company wishes to re-file a Corporate Amendments Application, the state will require a new application and filing fee.

**Section II Corporate Amendments Application**

**Adding and Deleting Lines of Business Filing Requirements (Adding and Deleting Lines of Business)**

This section provides a guide to understanding the focus of each document of the Corporate Amendments Application necessary to add or delete lines of business. However, these documents here typically serve multiple purposes for documents. Therefore, it is important that applications be complete.

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please contact the states individually if there are questions about a specific document.

All forms required for the Corporate Amendments Application are located on the UCAA website. All forms are in Excel, Word or Adobe PDF file format.

**Table of Contents**

1. Application Form and Attachments
2. Filing Fee
3. Articles of Incorporation
4. Bylaws
5. Minimum Capital and Surplus Requirements
6. Statutory Deposit Requirements
7. Plan of Operation
8. Statutory Membership(s)
9. Certificate of Compliance
10. State-Specific Information
11. Deleting Lines of Business
12. Change of Address/Contact Notification

**1. Application Form and Attachments**

The Application, Form 2C, must be marked for the states in which it will be filed and the type(s) of transaction for which an application is being submitted. One application can be submitted for multiple transactions. Other portions of the Application are completed as necessary depending on the type(s) of transactions submitted. Identify all lines of insurance that the applicant is requesting authority to add or delete from an existing Certificate of Authority, as identified by the applicant’s plan of operation. Submit a completed Checklist (Form 1C), and an original executed Application Form (Form 2C) and the Applicant Company’s original Certificate of Authority or an affidavit of lost Certificate of Authority (Form 15) as Item 1 of the application Checklist. Submit a completed Lines of Insurance (Form 3) as Item 5 of the application Checklist. Identify all lines of insurance that the Applicant Company is requesting authority to add or delete from an existing Certificate of Authority, as identified by the Applicant...
Company’s plan of operation. All Forms for the Corporate Amendments Application are located on the UCAA website. A cover letter may be included as a component of Item 1 of the application checklist.

2. Filing Fee

The application may need to include a filing fee for the state to which the application is submitted. The payee name and the instructions for submitting the filing fee are located in the Schedule of Fees chart on the UCAA website: www.naic.org/documents/industry_ucaa_chart_corpamend_filing_fees_matrix.pdf.

Submit a copy of the Applicant Company’s check as Item 2 of the Checklist. Required or Optional???

The application must 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 chart located on the UCAA website. Submit a copy of the applicant’s check as Item 2 of the application.

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 and check “Amended Articles of Incorporation” on the Application.
- 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.

Include as Item 3 of the application checklist.

4. Bylaws

Insurers should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws and check “Amended Bylaws” on the Application.
- 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.

Include as Item 4 of the application checklist.

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 and the classes of insurance the Applicant Company is authorized to transact in all other jurisdictions. 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 chart located on the UCAA website 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 as Item 5 of the application checklist.

6. Statutory Deposit Requirements
A Statutory Deposit may be required for the requested modification. The chart located on the UCAA website provides state-specific requirements and identifies those states that require a Statutory Deposit. Unless otherwise indicated the Statutory Deposit is for the benefit of all policyholders. Please refer to the Certificate of Compliance and Certificate of Deposit chart on the UCAA website for specific requirements for the date of issuance of the Certificate of Deposit (Form 7) from the date of the application. The Applicant Company should submit as Item 6 of the application Checklist, the Certificate of Deposit (Form 7) prepared by the state of domicile. Electronic application requires the domiciliary state to do this.

7. Plan of Operation

The Plan of Operation has three components, a brief narrative, proforma financial statements/projections and a completed Questionnaire (Form 8C). 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 on the UCAA website under the Corporate Amendment tab. There is a proforma for Life, Property/Casualty, Health and Title companies. Provide a company-wide three-year 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 line requested, provide three-year premium and loss projections by line 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 Applicant Company’s history of growth and losses as contemplated by the NAIC Accounting Practices and Procedures Manual.

The proforma should be completed by the 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 states may require five years. The proforma should start with the first full year of operation that the Applicant Company anticipates actively writing business in the state(s) receiving the application.

Submit the completed Questionnaire and all attachments as Item 2 of the application Checklist.

8. Statutory Memberships

In some states, Applicant Companies are 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 chart of statutory membership requirements is located on the UCAA website. Please be sure to check with the application state to inquire about any statutory memberships that may be required before transacting insurance. Submit documentation supporting membership application(s), in states where required, as Item 10 of the application Checklist.

9. Certificate of Compliance

Include a Certificate of Compliance with the application. We suggest that the issuance of the Certificate of Compliance (Form 6) be no more than six (6) months from the filing date of the application. The current domiciliary state must complete the Certificate. Submit as Item 4 of the application Checklist.
10. State-Specific Information

Some jurisdictions may have additional requirements that Applicant Companies must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendments Application, the Applicant Company should review a listing of requirements for the state to which the Applicant Company is applying. State-specific requirements are located on the UCAA website. Include as Item 10-12 of the application Checklist.

11. Deleting Lines of Business

Complete Section II of Form 8C (questions 22-25) 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 each 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 UCCA website contains a chart of individual state requirements. Provide documentation that complies with all requirements for removal of lines of business from the Certificate of Authority listed as Item 11-9 of the application Checklist.

12. Change of Address / Contact Notification

Review and complete Form 14, as needed. See Section VI for additional information. Include as Item 18 of the Checklist.

Section III Corporate Amendments Application

Section III

Name Change Filing Requirements (Name Change)

This section provides a guide to understanding the focus of each document of the Corporate Amendments Application necessary to affect a Name Change. However, all documents typically serve multiple purposes. Therefore, it is important that applications be complete.

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please contact the states individually if there are questions about a specific document.

All forms required for the Corporate Amendments Application are located on the UCAA website. All forms are in Excel, Word or Adobe PDF file format.

Table of Contents

1. Application Form and Attachments
2. Filing Fee
3. Articles of Incorporation
4. Bylaws
5. Service of Process
6. State of Domicile Approval
7. State-Specific Information
8. Name Approval
9. Change of Address / Contact Notification

1. Application Form and Attachments

The Application must be marked for the states in which it will be filed and the type(s) of transaction for which an application is being submitted. One application can be submitted for multiple transactions. Other portions of the Application are completed as necessary depending on the type(s) of transactions submitted. The Applicant Company must submit a completed Checklist (Form 1C), an original executed Application Form (Form 2C) and the company’s original Certificate of Authority or an Affidavit of Lost Certificate of Authority (Form 15) as Item 1 of the application Checklist. All forms for the Corporate Amendments Application are located on the UCAA website.

A cover letter may be included as a component of Item 1 of the application Checklist.

2. Filing Fee

The application may need to include a filing fee for the state to which the application is submitted. The payee name and the instructions for submitting the filing fee are located in the Schedule of Fees chart on the UCAA website at: www.naic.org/documents/industry_ucaa_chart_corpamend_filing_fees_matrix.pdf.

Submit a copy of the Applicant Company’s check as Item 2 of the Checklist. Include a filing fee for each application state. The payee name and the instructions for submitting the filing fee are included in the Filing Fees chart located on the UCAA website. Submit a copy of the applicant’s check as Item 2 of the application.

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 and check “Amended Articles of Incorporation” on the Application.
- 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.

Include as Item 3 of the application Checklist.

4. Bylaws

Insurers should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws and check “Amended Bylaws” on the Application.
- 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.

Include as Item 4 of the application Checklist.
5. **Service of Process**

Include one original fully executed UCAA Service of Process (Form 12) or see state-specific requirements. This form is located on the UCAA website. Include as Item 5.13 of the application Checklist.

6. **State of Domicile Approval (Foreign Insurers Only)**

Provide a copy of the name change approval from the Applicant Company’s state of domicile. Include as Item 6.14 of the application Checklist.

7. **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 Amendments Application, the Applicant Company should review a listing of requirements for the state to which the Applicant Company is applying. State-specific requirements are located on the UCAA website. Include as Item 7.12 of the application Checklist.

8. **Name Approval**

Each state has different guidelines and procedures for name approval. The Name Approval chart located on the UCAA website is intended to serve as a guide for the various name approval requirements of each Uniform State. Applicant Companies should check with each state separately to ensure compliance with all applicable name approval requirements. Where applicable, submit evidence of name approval request as Item 8.16 of the application Checklist.

9. **Change of Address / Contact Notification**

Review and complete Form 14, as needed. See Section VI for additional information. Include as Item 18 of the Checklist.

The applicant must notify the NAIC once the domiciliary state approves the name change prior to preparation of the electronic application. Email approval to: fdrccreq@naic.org.

### Section IV Corporate Amendments Application

#### Redomestication of a Foreign Insurer Filing Requirements (Redomestication of a Foreign Insurer)

This section provides a guide to understanding the focus of each document of the Corporate Amendments Application to effect a redomestication of a foreign insurer. However, documents typically serve multiple purposes. Therefore, it is important that applications be complete.

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please contact the states individually if there are questions about a specific document.

All forms required for the Corporate Amendments Application are located on the UCAA website. All forms are in Excel, Word or Adobe PDF file format.

Table of Contents
1. Application Form and Attachments

The Application must be marked for the states in which it will be filed and the type(s) of transaction for which an application is being submitted. One application can be submitted for multiple transactions. Other portions of the Application are completed as necessary depending on the type(s) of transactions submitted. Submit a completed Checklist (Form 1C), and an original executed Application (Form 2C) and the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority (Form 15) as Item 1 of the application Checklist. A cover letter may be included as a component of Item 1 of the application Checklist.

2. Filing Fee

The application may need to include a filing fee for the state to which the application is submitted. The payee name and the instructions for submitting the filing fee are located in the Schedule of Fees chart on the UCAA website: www.naic.org/documents/industry_ucaa_chart_corpamend_filing_fees_matrix.pdf.

Submit a copy of the Applicant Company’s check as Item 2 of the Checklist. Include a filing fee for each application state. The payee name and the instructions for submitting the filing fee are included in the Filing Fees chart located on the UCAA website. Submit a copy of the applicant’s check as Item 2 of the application.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that reflects the redomestication (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 and check “Amended Articles of Incorporation” on the Application.
- 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.

Include as Item 3 of the application Checklist.

4. Bylaws

Insurers should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws and check “Amended Bylaws” on the Application.
- 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.

Include as Item 4 of the application Checklist.
5. **Statutory Deposit Requirements**

A Statutory Deposit may be required for the requested modification. The chart located on the UCAA website provides state-specific requirements and identifies those states that require a Statutory Deposit. Unless otherwise indicated the Statutory Deposit is for the benefit of all policyholders. Please refer to the Certificate of Compliance and Certificate of Deposit chart on the UCAA website for specific requirements for the date of issuance of the Certificate of Deposit (Form 7) from the date of the application. The Applicant Company should submit as Item 5 of the application Check List, the Certificate of Deposit (Form 7) prepared by its state of domicile.

6. **Service of Process**

Include one original fully extended UCAA Service of Process form (Form 12) or see state-specific requirements. Include as Item 6 of the application Check List.

7. **State of Domicile Approval**

Provide a copy of the redomestication approval from the Applicant Company’s state of domicile. Include as Item 6 of the application Check List.

The Applicant Company must notify the NAIC once the domiciliary state approves the redomestication prior to preparation of the electronic application. Email approval to: fdrcreq@naic.org.

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 Amendments Application, the Applicant Company should review a listing of requirements for the application state. State-specific requirements are located on the UCAA website. Include as Item 7 of the application Check List.

9. **Change of Address / Contact Notification**

Review and complete Form 14, as needed. See Section VI for additional information. Include as Item 18 of the Checklist.

Section V Corporate Amendments Application

Section V

Change of Statutory Home Office within the State of Domicile Filing Requirements (Change of City within the State of Domicile)

This section provides a guide to understanding the focus of each document of the Corporate Amendments Application to effect a change of Statutory Home Office within the State of Domicile. However, all documents typically serve multiple purposes. Therefore, it is important that applications be complete.

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please contact the states individually if there are questions about a specific document.

All forms required for the Corporate Amendments Application are located on the UCAA website. All forms are in Excel, Word or Adobe PDF file format.
1. Application Form and Attachments

The Application must be marked for the states in which it will be filed and the type(s) of transaction for which an application is being submitted. One application can be submitted for multiple transactions. Other portions of the Application are completed as necessary depending on the type(s) of transactions submitted. The Applicant Company must submit a completed Checklist (Form 1C), and an original executed Application (Form 2C) and the Applicant Company’s original Certificate of Authority or an Affidavit of Lost Certificate of Authority (Form 15) as Item 1 of the application checklist. A cover letter may be included as a component of Item 1 of the application checklist.

2. Filing Fee

The application may need to include a filing fee for the state to which the application is submitted. The payee name and the instructions for submitting the filing fee are located in the Schedule of Fees chart on the UCAA website at www.naic.org/documents/industry_ucaa_chart_corpamend_filing_fees_matrix.pdf. Submit a copy of the Applicant Company’s check as Item 2 of the Checklist.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that reflects the change of Statutory Home Office (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 and check “Amended Articles of Incorporation” on type of transaction.
- 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.

Include as Item 3 of the application checklist.
4. **Bylaws**

Insurers should have previously filed the most current version of their bylaws.

- If the bylaws have changed because of this application, file the amended bylaws and check “Amended Bylaws” on type of transaction.
- 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.

Include as Item 4 of the application checklist.

5. **Service of Process**

Include one original fully executed UCAA Service of Process form (Form 12) or see state-specific requirements.

Include as Item 5 of the application checklist.

6. **State of Domicile Approval (Foreign Insurers Only)**

Provide a copy of the approval from the Applicant Company’s state of domicile. Include as Item 6 of the application checklist.

7. **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 Amendments Application, the Applicant Company should review a listing of requirements for the application state. State-specific requirements are located on the UCAA website. Include as Item 7 of the application checklist.

8. **Change of Address / Contact Notification**

Review and complete Form 14, as needed. See Section VI for additional information. Include as Item 18 of the checklist.

---

**Section VI Corporate Amendments Application**

**Section VI Change of Address / Contact Notification Filing Requirements (Change of Address/Contact Notification)**

This section provides a guide to understanding the focus of each document of the Corporate Amendments Application. However, documents typically serve multiple purposes. Therefore, it is important that applications be complete.

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please contact the states individually if there are questions about a specific document.

All forms required for the Corporate Amendments Application are located on the UCAA website. All Forms are in Excel, Word or Adobe PDF file format.

Please read the following instructions before proceeding in completing Corporate Amendments Application Section VI.
Instructions

Applicant Companies should review and file Form 14, Change of Mailing Address / Contact Notification in conjunction with the Corporate Amendment Application when contact information has changed as a result of the amendment or otherwise needs to be updated. If the only change is to the mailing address, Form 14 is not required as this change is captured within Form 2C. If Statements cannot be validated prior to submission, complete the Corporate Amendments Application Section VI as a courtesy filing in conjunction with other changes or to notify regulatory officials of address changes or contact person changes applicable to the applicant.

Table of Contents

1. Application Form and Attachments
2. State-Specific Information

1. Application Form and Attachments

The Change of Address/Contact Notification is located on the UCAA website. Submit a completed Change of Address/Contact Notification (Form 14).

2. State-Specific Information

Some jurisdictions may have additional requirements that applicants must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendments Application, the applicant should review a listing of requirements for the application state. State-specific requirements are located on the UCAA website. Include as Item 12 of the application.

Section VII Corporate Amendments Application—Section VII
Merger of Two or More Foreign Insurers Filing Requirements (Merger of Two or More Foreign Insurers)

This section provides a guide to understanding the focus of each document of the Corporate Amendments Application, as it relates to a merger of two or more foreign insurers. However, documents typically serve multiple purposes. Therefore, it is important that applications be complete.

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please contact the states individually if there are questions about a specific document.

Please read the following Instructions before proceeding in completing a Corporate Amendments Application Section VII. Section VII may not be applicable for a Merger.

Instructions

The Corporate Amendments Application Section VII may be used for notifying the states that a merger involving a licensed company is taking place. Section VII provides for submission of the information on the surviving Applicant Company that changed due to the merger and the surrender of any certificates of authority for non-surviving companies. Section VII is not applicable for filing in a state if either insurer involved in the merger is a domestic insurer in that state. If an insurer that is party to the merger has a license in California, then do not submit a UCAA Corporate Amendment VII Application to California, as it has a state application for prior consent of a merger involving a licensed insurer.
For each admitted state for any one of the merging companies, please proceed through the steps given below to determine the appropriate filing for the situation in each state. The steps may result in one Corporate Amendments filing Application going to several states to report the merger. That filing, The Amendment, would include corporate documents that changed due to the merger, if any, and surrender of the non-surviving company’s Certificate of Authority. In some cases, the Applicant Company may need to submit the UCAA expansion application to some states to obtain a license that allows the surviving insurance company to operate.

**Step One:**

1. Is Insurer A licensed as a foreign insurer in the state?
2. Is Insurer B licensed as a foreign insurer in the state?

   If the answer to both questions is “yes,” then proceed to Step Two.

   If the answer to both questions is “no,” then no filing in the state is required. Do not complete the UCAA Corporate Amendments Application. In order to conduct business in the state post-merger, the surviving insurer will need to complete the UCAA Expansion Application located on the UCAA website.

   If the answer to one question is “yes” and the answer to the other question is “no,” then go to Step Two. If the surviving insurer after the merger is not authorized as a foreign insurer in the state, then go to Step Three.

**Step Two:**

For the surviving Applicant Company after the merger:

1. What lines of business does the surviving Applicant Company intend to write in the state?
2. Is the surviving Applicant Company currently authorized to write all of these lines of business, including variable products, in the state?

   If the answer to question 2 is “yes,” then complete Section VII of the UCAA Corporate Amendments Application.

   If the answer to question 2 is “no,” then complete the UCAA Corporate Amendments Application referring to this Section VII and Section II (Adding and Deleting Lines of Business) of the UCAA Corporate Amendments Application located on the UCAA website for those lines that the Applicant Company is not currently authorized to transact in the state.

**Step Three:**

If the instructions directed the Applicant Company to this step, then the surviving Applicant Company post-merger is not currently authorized to conduct business in the state. In order to conduct business in the state, the surviving Applicant Company must complete the UCAA Expansion Application. For further information and clarification, please contact the individual listed as the contact for the state for the UCAA Expansion Application.

**Table of Contents**

1. Application Form and Attachments
2. Filing Fee
3. Articles of Incorporation/Articles of Merger
4. Bylaws
5. Minimum Capital and Surplus Requirements
1. Application Form and Attachments

The Application must be marked for the states in which it will be filed and the type(s) of transaction for which an application is being submitted. One application can be submitted for multiple transactions. Other portions of the Application are completed as necessary depending on the type(s) of transactions submitted. The Applicant Company must submit a completed Checklist (Form 1C), an original executed Application (Form 2C) and the Applicant Company’s original Certificate of Authority or an Affidavit of Lost Certificate of Authority (Form 15) as Item 1 of the application checklist. A cover letter may be included as a component of Item 1 of the application checklist.

2. Filing Fee

The application may need to include a filing fee for the state to which the application is submitted. The payee name and the instructions for submitting the filing fee are located in the Schedule of Fees chart at: www.naic.org/documents/industries_corporate_filing_fees_matrix.pdf. Submit a copy of the Applicant Company’s check as Item 2 of the Checklist.

3. Articles of Incorporation /Articles of Merger

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

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

Include as Item 3 of the application checklist.

4. Bylaws

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

- If the bylaws have changed because of this application, then file the amended bylaws and check “Amended Bylaws” on the Application.
- If the bylaws most recently filed in the application state have not changed because of this application, then do not file the bylaws. Simply state that the current bylaws are already on file in the application state.

Include as Item 4 of the application checklist.
5. Minimum Capital and Surplus Requirements

The application will need to show that subsequent to the merger, the Applicant Company meets the state’s statutory minimum capital and surplus requirements for the requested amendment to its Certificate of Authority. Submit an explanation of how the Applicant Company complies with the capital and surplus requirements as Item 5 6 of the application. 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 and the classes of insurance the Applicant Company is authorized to transact in all other jurisdictions. The level of surplus required will be determined 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 chart located on the UCAA website 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.

6. Statutory Deposit Requirements

A Statutory Deposit may be required for the requested modification. The Statutory Deposit chart located on the UCAA website provides state-specific requirements and identifies those states that require a Statutory Deposit. Unless otherwise indicated the Statutory Deposit is for the benefit of all policyholders. Please refer to the Certificate of Compliance and Certificate of Deposit chart on the UCAA website for specific requirements for the date of issuance of the Certificate of Deposit (Form 7) from the date of the application. The Applicant Company should submit as Item 7 7 of the application Checklist, the Certificate of Deposit (Form 7) prepared by its state of domicile.

7. Plan of Operation

If the business plan of the surviving Applicant Company will change because of the merger, submit a Plan of Operation; otherwise, a statement that the business plan will not change will suffice. The Plan of Operation contains two components, a brief narrative and proforma financial statements/projections (Form 13). The narrative should include significant information in support of the application. 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 is one of three (3) components in the Plan of Operation. The forms are located on the UCAA website under the Corporate Amendment tab. There is a proforma for Life, Property/Casualty, Health and Title companies. Provide a company-wide three-year 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 line requested, provide three-year premium and loss projections by line 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 Applicant Company’s history of growth and losses as contemplated by the NAIC Accounting Practices and Procedures Manual.

The proforma should be completed by the 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 states may require five years. The proforma should start with the first full year of operation that the Applicant Company anticipates actively writing business in the state(s) receiving the application.

Submit the completed Questionnaire and all attachments as Item 7 8 of the application Checklist.
8. Statutory Memberships

In some states, Applicant Companies are required to join one or more rating, guaranty or other organizations before transacting insurance. Generally, the Applicant Company’s authorized lines of insurance govern statutorily mandated memberships. The Statutory Membership chart is available on the UCAA website. Please inquire with the application state regarding any statutory memberships the state may require before the Applicant Company can transact business. Submit documentation supporting membership application(s), in states where required, as Item 8 of the application Checklist.

9. NAIC Biographical Affidavit

A. The Applicant Company is required to submit an NAIC Biographical Affidavit in connection with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The Applicant Company must submit an NAIC Biographical Affidavit on behalf of all officers, directors and key managerial personnel of the Applicant Company and individuals with a ten percent (10%), or more, beneficial ownership in the Applicant Company and the Applicant Company’s ultimate controlling parent (Affiant).

B. The UCAA defines “Independent Third Party” as:

(i) A consumer reporting agency (“CRA”) overseen by the Federal Trade Commission (“FTC”) and, therefore, subject to the FCRA, which have been vetted and is currently on the approved list;

(ii) Has the ability to perform international background investigations; and

(iii) One whose officers and directors have no material affiliation with the Applicant Company other than stock ownership amounting to less than one percent (1%) of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made.

C. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the “Disclosure & Authorization Form”). The signature of the Affiant on the Disclosure & Authorization Form permits an Independent Third Party to conduct a background investigation on the Affiant.

D. The NAIC Biographical Affidavit includes three types of the Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws, regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten (10) years. Refer to the Disclosure & Authorization Forms for further information.

E. The NAIC Biographical Affidavit is used to evaluate the suitability, competency, character and integrity of the Affiant in connection with an Applicant Company’s pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states.

The Independent Third Party uses information contained in the NAIC Biographical Affidavit as a tool to perform a background investigation to determine an individual’s fitness and propriety. The background investigation may contain information bearing on the Affiant’s character, general reputation, personal characteristics, mode of living and credit standing (if required by the state). The Independent Third Party shall use the background investigation to create a background report (the “Background Report”).
F. The Disclosure & Authorization Form is valid for a maximum of one year. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the Applicant Company. Refer to the Disclosure & Authorization Form for further information.

G. The Background Reports are subject to the Fair Credit Reporting Act (“FCRA”). Pursuant to FCRA, the state departments of insurance and an Applicant Company who is seeking admission are “users” of consumer reports. The FCRA requires that the Applicant Company provide the Affiant with a copy of the “Summary of Your Rights Under the Fair Credit Reporting Act.” Applicant Companies should provide a copy of the Summary of Your Rights under the Fair Credit Reporting Act to each Affiant. This summary can be found at the Federal Trade Commission (FTC) website at http://www.ftc.gov/bcp/edu/pubs/consumer/credit/cre35.pdf.

H. Applicant Companies and state departments of insurance are required to comply with FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the states and Third-Party Vendors should maintain the Background Reports procured under the Disclosure & Authorization Form as confidential. A copy of FCRA is located at http://www.ftc.gov/enforcement/rules/rulemaking-regulatory-reform-proceedings/fair-credit-reporting-act.

I. The department of insurance in the state where an Applicant Company files, or intends to file an application and the Applicant Company may require the Background Report. An Affiant, who desires a copy of their Background Report, may request a copy from the Applicant Company or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.

J. Please check state-specific requirements for those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprints and processing fees should be included.

Refer to the UCAA website for a list of currently approved Independent Third-Party vendors/CRAs.

NAIC Biographical Affidavits must be completed on the most current form, in effect at the time the affidavit was signed and the affiant shall not sign the Affidavits more than one year before the date the Applicant Company files the application.

Submit original Biographical Affidavits that contain the Disclosure & Authorization Form to the state department(s) of Insurance as Item 9-15 of the application Check list.

10. Uniform Consent to Service of Process

If the merger affects any of the information captured on the Uniform Consent to Service of Process and the Resolution Authorizing Appointment of Attorney (Form 12), submit one original fully executed Uniform Consent to Service of Process form or the appropriate state-specific form. Include as Item 10-13 of the application Checklist.

11. State of Domicile Approval

Provide a copy of the approval from each Applicant Company’s state of domicile, including a copy of the Merger Agreement, and sample Assumption Certificate, if any. Include as Item 11-14 of the application Checklist.

The Applicant Company must notify the NAIC once the domiciliary state approves the merger prior to preparation of the electronic application. Email approval to: fdrcrreq@naic.org.
12. State-Specific Information

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can amend the Certificate of Authority. Before completing a UCAA Corporate Amendments Application, the Applicant Company should review a listing of requirements for the application state. State-specific requirements are on the UCAA website. Include as Item 12 of the application checklist.

13. Change of Address / Contact Notification

Review and complete Form 14, as needed. See Section VI for additional information. Include as Item 18 of the Checklist.

Section VIII Corporate Amendments Application

Proposed/Completed Change of Control of Foreign Insurers Filing Requirements (Proposed/Completed Change of Control of Foreign Insurers)

This section provides a guide to understanding the main focus of each document of the Corporate Amendments Application to effect a change of control of foreign insurers. However, documents are typically used for multiple purposes. Therefore, it is important that applications be complete.

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please contact the states individually if there are questions about a specific document.

All forms required for the Corporate Amendments Application are located in the Forms section on the UCAA website. All forms are in Excel, Word or Adobe PDF file format.

Please read the following Instructions before completing a Corporate Amendments Application. Section III.

Instructions

The Corporate Amendments Application—Section VIII provides for submission of proposed change of control transaction information (proposed transaction) and a second filing of actual information after the change of control is complete (completed transaction). Section VIII is not applicable for filing in a state if the insurer is a domestic insurer in that state.

Table of Contents

1. Application Form and Attachments
2. Filing Fee
3. Articles of Incorporation
4. Bylaws
5. Plan of Operation
6. NAIC Biographical Affidavits
7. Uniform Consent to Service of Process
8. State of Domicile Approval
9. State-Specific Information
10. Change of Address / Contact Notification
1. Application Form and Attachments

The Application must be marked for the states in which it will be filed and the type(s) of transaction for which an application is being submitted. One application can be submitted for multiple transactions. Other portions of the Application are completed as necessary depending on the type(s) of transactions submitted. A completed checklist (Form 1C), and an original executed application (Form 2C) must be submitted as Item 1 of the application Checklist for a proposed transaction and again for a completed transaction. Include the previous and new group code if when applicable. All Forms for the Corporate Amendments Application are located in the Forms section on the UCAA website.

2. Filing Fee

The application may need to include a filing fee for the state to which the application is submitted. The payee name and the instructions for submitting the filing fee are located in the Schedule of Fees chart at: on the UCAA website.

Submit a copy of the Applicant Company’s check as Item 2 of the application Checklist.

3. Articles of Incorporation

If the Articles of Incorporation have changed as a result of the change of control, file the amended Articles and check “Amended Articles of Incorporation” on the Application. If the most recently filed (in the state in which application is being made) Articles of Incorporation have not changed, do not file the Articles of Incorporation. Simply state that the current articles are already on file in the state to which this application relates. If it is expected that the Applicant Company will submit revised Articles of Incorporation in the completed transaction filing, then please state that in the proposed transaction filing at Item 3 of the Checklist.

4. Bylaws

If the bylaws have changed, file the amended bylaws and check “Amended Bylaws” on the Application.

If the most recently filed (in the state in which application is being made) bylaws have not changed, do not file the bylaws. Simply state in Item 4 of the Checklist that the current bylaws are already on file in the state to which this application relates. If it is expected that the Applicant Company will submit revised bylaws in the completed transaction filing, then please state that in the proposed transaction filing as Item 4 of the Checklist.

5. Plan of Operation

If the business plan of the Applicant Company will change as a result of the change of control transaction, a plan of operation must be submitted; otherwise, a statement that the business plan will not change will suffice and should be submitted as Item 5 of the application. The plan of operation is made up of two components; a brief narrative, and proforma financial statements/projections (Form 13). The narrative should include significant information in support of the application. 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 (Form 13) is located in the Forms Section on the UCAA website. Submit the narrative and completed proforma and all attachments as Item 5-8 of the application Checklist.

6. NAIC Biographical Affidavits
A. The Applicant Company is required to submit an NAIC Biographical Affidavit (Form 11) in connection with the proposed transaction filing for all newly proposed officers, directors and key managerial personnel of the Applicant Company, any new individuals with a ten (10) percent or more beneficial ownership and the new ultimate controlling parent. An NAIC Biographical Affidavit must be submitted with pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states. The Applicant Company must submit an NAIC Biographical Affidavit on behalf of all current officers, directors and key managerial personnel of the Applicant Company and individuals with a ten percent (10%), or more, beneficial ownership in the Applicant Company and the Applicant Company’s ultimate controlling parent (Affiant), if the information currently on file with the regulator is not current.

B. The UCAA defines “Independent Third Party” as:

(i) A consumer reporting agency (“CRA”) overseen by the Federal Trade Commission (“FTC”) and, therefore, subject to the FCRA, which have been vetted and is currently on the approved list;
(ii) Has the ability to perform international background investigations; and
(iii) One whose officers and directors have no material affiliation with the Applicant Company other than stock ownership amounting to less than one percent (1%) of total stock outstanding, unless prior approval is given by the department of insurance to which application is being made.

C. The NAIC Biographical Affidavit requests information with respect to your employment history, education, personal information and character. The NAIC Biographical Affidavit also includes the Disclosure and Authorization Concerning Background Reports (the “Disclosure & Authorization Form”). The signature of the Affiant on the Disclosure & Authorization Form permits an Independent Third Party to conduct a background investigation on the Affiant.

D. The NAIC Biographical Affidavit includes three types of the Disclosure & Authorization Form. There are three different Disclosure & Authorization Forms since certain state laws, regulations and rules require different kinds of disclosures and wording within such form. An Affiant must sign the corresponding Disclosure & Authorization Form(s) for the respective state(s) where the affiant has lived or worked within the last ten (10) years. Refer to the Disclosure & Authorization Forms for further information.

E. The NAIC Biographical Affidavit is used to evaluate the suitability, competency, character and integrity of the Affiant in connection with an Applicant Company’s pending or future application(s) for licensure or a permit to organize with a department of insurance in one or more states.

The Independent Third Party uses information contained in the NAIC Biographical Affidavit as a tool to perform a background investigation to determine an individual’s fitness and propriety. The background investigation may contain information bearing on the Affiant’s character, general reputation, personal characteristics, mode of living and credit standing (if required by the state). The Independent Third Party shall use the background investigation to create a background report (the “Background Report”).

F. The Disclosure & Authorization Form is valid for a maximum of one year. Additionally, an Affiant may revoke the authorization at any time by delivering a written revocation to the Applicant Company. Refer to the Disclosure & Authorization Form for further information.

G. The Background Reports are subject to the Fair Credit Reporting Act (“FCRA”). Pursuant to FCRA, the state departments of insurance and an Applicant Company who is seeking admission are “users” of consumer reports. The FCRA requires that the Applicant Company provide the Affiant with a copy of the “Summary of Your Rights Under the Fair Credit Reporting Act.” Applicant Companies should provide a copy of the Summary of Your Rights under the Fair Credit Reporting Act” to each Affiant. This summary can be found at the Federal Trade Commission (FTC) website at http://www.ftc.gov/bcp/edu/pubs/consumer/credit/crc35.pdf.
H. Applicant Companies and state departments of insurance are required to comply with the FCRA, especially as it relates to confidentiality of the information contained in such consumer reports. To the extent required by law, the states and Third-Party Vendors should maintain the Background Reports procured under the Disclosure & Authorization Form as confidential. A copy of the FCRA is located at http://www.ftc.gov/enforcement/rules/rulemaking-regulatory-reform-proceedings/fair-credit-reporting-act.

I. The department of insurance in the state where an Applicant Company files, or intends to file, an application and the Applicant Company may require the Background Report. An Affiant who desires a copy of their Background Report may request a copy from the Applicant Company or the CRA as indicated on the Disclosure & Authorization Form. Refer to the Disclosure & Authorization Form for further information.

J. Please check state-specific requirements for those states that require additional background information, such as fingerprints, in place of, or in addition to, NAIC Biographical Affidavits. If applying in one of those states, necessary fingerprints and processing fees should be included.

Refer to the UCAA website for a list of currently approved Independent Third-Party Vendors/CRAs.

NAIC Biographical Affidavits must be completed on the most current form, in effect at the time the affidavit was signed and the affiant shall not sign the Affidavits more than one year before the date the Applicant Company files the application.

Submit original Biographical Affidavits that contain the Disclosure & Authorization Form to the state department(s) of Insurance as Item 6.15 of the application Checklist.

7. Uniform Consent to Service of Process

If there are in effect changes to information captured on the Uniform Consent to Service of Process and the Resolution Authorizing Appointment of Attorney (Form 12), submit one original fully executed Uniform Consent to Service of Process form (Form 12) or the appropriate state-specific form for these states: California, Massachusetts, Missouri, Virginia and Wisconsin. Pennsylvania does not accept Service of Process and does not require Form 12. Include as Item 7.13 of the completed transaction application.

If the most recently filed (in the state in which application is being made) Uniform Consent to Service of Process form (Form 12) has not changed, do not file the form. Simply state in Item 7.13 of the Checklist that the current information is already on file in the state to which this application relates.

8. State of Domicile Approval

Provide a copy of the approval from each Applicant Company’s state of domicile when the change of control is completed. Include as Item 8 of the completed transaction application.

9. State-Specific Information

Some jurisdictions may have additional requirements that must be met before a proposed change of control can be completed. For example, some states require the filing of a Form E (Pre-Acquisition Notification Form Regarding the Potential Competitive Impact of a Proposed Merger or Acquisition by a Non-Domiciliary Insurer Doing Business in this State or by a Domestic Insurer) at least 30 days before the completion of a change of control transaction. In addition some states may require a Holding Company Act Form B amended statement after completion of the change of control transaction. Before completing a UCAA Corporate Amendments Application,
the Applicant Company should review a listing of requirements for the state in which application is being made. State-specific information is available on the UCAA website. Include as Item 18 of the application checklist.

10. Change of Address / Contact Notification

Review and complete Form 14, as needed. See Section VI for additional information. Include as Item 18 of the Checklist.

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

This section provides a guide to understanding the main focus of each document of the Corporate Amendments Application to Amend Articles of Incorporation. However, documents are typically used for serve multiple purposes. Therefore, it is important that applications be complete.

This section is intended for submission of amended Articles of Incorporation that are not a result of changes addressed in other areas of the Corporate Amendment Application (e.g., change in number of shares or par value).

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please contact the states individually if with questions about a specific document.

All forms required for the Corporate Amendments Application are located in Forms section on the UCAA website. All forms are in Excel, Word or Adobe PDF file format.

Table of Contents

1. Application Form and Attachments
2. Filing Fee
3. Articles of Incorporation
4. Bylaws
5. State of Domicile Approval
6. State-Specific Information
7. Change of Address / Contact Notification

1. Application Form and Attachments

The application must be marked for the states in which it will be filed and the type(s) of transaction for which an application is being submitted. One application can be submitted for multiple transactions. Other portions of the application are completed as necessary depending on the type(s) of transactions submitted. A completed checklist (Form 1C), and an original executed application (Form 2C) must all be submitted as Item 1 of the application. All forms for the Corporate Amendments Application are located in the Forms section on the UCAA website. A cover letter may be included as a component of Item 1 of the application.

2. Filing Fee

The application will need to include a filing fee for the state to which the application is submitted. The payee name and the instructions for submitting the filing fee are included in the Schedule of Fees Chart on the UCAA website.

© 2015 National Association of Insurance Commissioners 37
Submit a copy of the Applicant Company’s check as Item 2 of the application checklist.

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). Include as Item 3 of the application checklist.

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 and check “Amended Bylaws” on the Application.
- 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.

Include as Item 4 of the application checklist.

5. State of Domicile Approval (Foreign Insurers Only)

Provide a copy of the amended Articles of Incorporation approval from the Applicant Company’s state of domicile. Include as Item 5 of the application checklist.

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 Amendments Application, the Applicant Company should review a listing of requirements for the state(s) in which application is being made.

Include as Item 6 of the application checklist.

7. Change of Address / Contact Notification

Review and complete Form 14, as needed. See Section VI for additional information. Include as Item 18 of the Checklist.

This section provides a guide to understanding the main focus of each document of the Corporate Amendments Application to Amend Bylaws. However, documents are typically used for multiple purposes. Therefore, it is important that applications be complete.
This section is intended for submission of amended bylaws that are not a result of changes addressed in other areas of the Corporate Amendment Application.

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Contact the states individually with questions about a specific document.

All forms required for the Corporate Amendments Application are located in the Forms section on the UCAA website. All forms are in Excel, Word or Adobe PDF file format.

Table of Contents

1. Application Form and Attachments
2. Filing Fee
3. Bylaws
4. State of Domicile Approval
5. State-Specific Information
6. Change in Address / Contract Notification

1. Application Form and Attachments

The Application must be marked for the states in which it will be filed and the type(s) of transaction for which an application is being submitted. One application can be submitted for multiple transactions. Other portions of the Application are completed as necessary depending on the type(s) of transactions submitted. A completed Checklist (Form 1C), and an original executed application Form 2C must all be submitted as Item 1 of the application Checklist. All forms for the Corporate Amendments Application are located in the Forms section on the UCAA website. A cover letter may be included as a component of Item 1 of the application Checklist.

2. Filing Fee

The application will need to include a filing fee for the state to which the application is submitted. The payee name and the instructions for submitting the filing fee are included in the Schedule of Fees Chart at the UCAA website: www.naic.org/documents/industry_ucaa_chart_corpamend_filing_fees_matrix.pdf. Submit a copy of the Applicant Company’s check as Item 2 of the application Checklist.

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). Include as Item 3 of the application Checklist.

4. State of Domicile Approval (Foreign Insurers Only)

Provide a copy of the amended bylaws approval from the Applicant Company’s state of domicile. Include as item 4 of the application Checklist.

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 Amendments Application, the Applicant Company should review a list of requirements for the state in which application is being made.

Include as Item 5 of the application Checklist.

6. Change of Address / Contact Notification

Review and complete Form 14, as needed. See Section VI for additional information. Include as Item 18 of the Checklist.

Section XI Corporate Amendments Application

Statement of Withdrawal Complete Surrender of Certificate of Authority

Filing Requirements

This section provides a guide to understanding the focus of each document of the Corporate Amendments Application to effect a withdrawal or complete surrender of a Certificate of Authority. Documents typically serve multiple purposes for documents. Therefore, it is important that applications be complete.

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please contact the states individually with questions about a specific document.

All forms required for the Corporate Amendments Application are located on the UCAA website. All forms are in Excel, Word or Adobe PDF file format.

Table of Contents

1. Application Form and Attachments
2. Filing Fee
3. Statement of Withdrawal and Attachments
4. State-Specific Information
4.5. Change of Address / Contact Notification

1. Application Form and Attachments

The application must identify the reason for withdrawal. Submit a completed Checklist (Form 1C), and the original Certificate of Authority or an affidavit of lost Certificate of Authority (Form 15) as Item 1 of the application Checklist. All forms for the Corporate Amendments Application are located on the UCAA website. A cover letter may be included as a component of Item 1 of the application Checklist.

2. Filing Fee

The application will need to include a filing fee for the state to which the application is submitted. The payee name and the instructions for submitting the filing fee are included in the Schedule of Fees Chart on the UCAA website: www.naic.org/documents/industry_fees_chart_corporate_formal_fees_matrix.pdf.

Submit a copy of the Applicant Company’s check as Item 2 of the Checklist.
The application must include a filing fee for the application state, if required. The payee name and instructions for submitting a filing fee are located in the Foreign Withdrawal chart located on the UCAA website. Submit a copy of the applicant’s check as Item 2 of the application.

3. Statement of Withdrawal and Attachments

The application must include a completed Statement of Withdrawal (Form 17).

Include attachments to the Statement of Withdrawal as Item 3 of the application Checklist.

4. State-Specific Information

Some jurisdictions may have additional requirements that Applicant Companies must meet before the state can cancel a Certificate of Authority. Before completing a UCAA Corporate Amendments Application, the Applicant Company should review a listing of requirements for the state to which the Applicant Company is withdrawing. State-specific requirements are located on the UCAA website. Include as Item 4 of the application Checklist.

5. Change of Address / Contact Notification

Review and complete Form 14, as needed. See Section VI for additional information. Include as Item 18 of the Checklist.

Section XII Corporate Amendments Application-Section XII

How to File

To facilitate the prompt review of the Corporate Amendments Application, please ensure that the application adheres to the formatting instructions provided in this section. The states will not accept for filing applications that fail to meet these formatting requirements. Section VIII-XII will address the following areas:

1. Communication Between Applicant Company and Agency
2. Questions
3. Application Checklist
4. Application and Supporting Documents
5. Addresses for Submission of Application
6. Updates/Changes
7. Filing Fee
8. Forms
9. State-Specific Information

1. Communication Between Applicant Company and Agency

Once a state accepts a Corporate Amendments Application for filing, the state will notify the Applicant Company of the official filing date and agency contact person. The state will provide the names, addresses, email (if available) and telephone numbers of the individual(s) assigned to the application.

Before receiving the name of the agency contact person, an Applicant Company may contact the agency personnel listed on the chart located on the UCAA website to obtain information regarding the status of a Corporate Amendments Application.
2. Questions

Section II through Section XI, Filing Requirements, provide detailed guidelines regarding both the type and format of information required for the Corporate Amendments Application. For additional information, or clarification, Applicant Companies may use the contact names provided on the UCAA website.

3. Application Checklist

The Application Checklist (Form 1C) in the Forms section of the UCAA website is a guide for assembling a complete application. Complete the checklist prior to submitting a Corporate Amendments Application for review. Attach a completed checklist to the top of the application.

4. Application and Supporting Documents

Submit one copy of the Checklist, completed Application and all supporting documentation to the reviewing state. Louisiana and New York require two (2) complete copies. California requires two (2) complete copies for each change. Each item identified in Section II through Section XI of the Filing Requirements should have a cover sheet as specified below.

Each cover sheet should be on paper suitable for use as a cover sheet, such as binder divider pages.

Tab each cover sheet on the right-hand side of the page with a number corresponding to the document’s Item number in the Corporate Amendments Application Checklist.

If a particular item is not included with the cover sheet, attach a written explanation stating the reason the item has not been included to the cover sheet. Below are examples of why the Applicant Company may not attach a particular item to the cover sheet.

• “Item not applicable to this application for the following reason ... (state reason)”
• “Item has been attached separately because of size.”

5. Addresses for Submission of Application

Submit the application by mailing it to the appropriate address noted in the chart located on the UCAA website.

6. Updates/Changes

Applicant Companies are 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, etc.

Applicant Companies must supply revised forms promptly if any changes occur which materially affect the accuracy of the forms filed in support of the application.

7. Filing Fee

Please see Schedule of Filing Fees, located on the UCAA website, to determine the correct fee and filing instructions for the application state.

www.naic.org/documents/industry_ucaa_chart_corpamend_filing_fees_matrix.pdf

8. Forms
All forms are located on the UCAA website.

9. **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 Amendments Application the Applicant Company should review a listing of requirements for the application state located under State Pages on the UCAA website.
UNIFORM CONSENT TO SERVICE OF PROCESS

Form 12, Uniform Consent to Service of Process can be filed in conjunction with a Corporate Amendment Application or as a standalone document.

Mark in Exhibit A the states in which the Uniform Consent to Service of Process is being filed. Complete Exhibit B for each state indicated in Exhibit A.

The Uniform Consent to Service of Process is located on the UCAA website. Submit a completed Form 12.

CHANGE OF ADDRESS / CONTACT NOTIFICATION FORM

Form 14, Change of Address / Contract Notification can be filed in conjunction with a Corporate Amendment Application (refer to Section VI) or as a standalone document.

Mark in the table the addresses and contacts that are being changed. Mark the states to which the Form is being submitted. Complete the contact information for each contact being changed. Mailing address can be changed using this form when a Corporate Amendment Application is not being filed in conjunction with this form.

The Change of Address/Contact Notification is located on the UCAA website. Submit a completed Form 14.
### Uniform Certificate of Authority Application (UCAA)

#### Corporate Amendments Application Checklist

**For Corporate Amendments Application Only**

The application checklist is intended to help guide the insurer (herein after referred to as “Applicant Company”) with the assembly of a complete Corporate Amendments Uniform Certificate of Authority Application (UCAA). Please be sure to complete the checklist by appropriately marking the boxes on the left side of the page prior to submitting the application for review. The completed checklist should be attached to the top of the application.

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td><strong>Application Form</strong> (pursuant to Sections II-V and VII–XI Filing Requirements Item 1), containing:</td>
</tr>
<tr>
<td></td>
<td>Completed UCAA Corporate Amendments Application Checklist (Form 1C)</td>
</tr>
<tr>
<td></td>
<td>Original UCAA Corporate Amendments Application Form executed, signed and Attachments (Form 2C)</td>
</tr>
<tr>
<td></td>
<td>Original Certificate of Authority or an Affidavit of Lost Certificate of Authority (Form 15) (not applicable for Sections IX and X)</td>
</tr>
<tr>
<td></td>
<td>Cover Letter (Optional)</td>
</tr>
<tr>
<td>2.</td>
<td><strong>Filing Fee</strong> (pursuant to Sections II-V and VII–XI Filing Requirements Item 2), containing:</td>
</tr>
<tr>
<td></td>
<td>Payment of required filing fee</td>
</tr>
<tr>
<td></td>
<td>Copy of check</td>
</tr>
<tr>
<td>3.</td>
<td><strong>Articles of Incorporation/Articles of Merger</strong> (pursuant to Sections II-V, VII and IX Filing Requirements Item 3)</td>
</tr>
<tr>
<td></td>
<td>Submit documentation as listed in Sections II-V, VII and IX Filing Requirements Item 3</td>
</tr>
<tr>
<td>4.</td>
<td><strong>Bylaws</strong> (pursuant to Sections II-V, VII–IX Filing Requirements Item 4 and Section X Filing Requirements Item 43)</td>
</tr>
<tr>
<td></td>
<td>Submit documentation as listed in Sections II-V, VII and IX Filing Requirements Item 4 and Section X Filing Requirements Item 3</td>
</tr>
<tr>
<td>5.</td>
<td><strong>Lines of Insurance</strong> (pursuant to Section II Filing Requirements Item 1)</td>
</tr>
<tr>
<td></td>
<td>Include all lines of insurance the Applicant Company is licensed to transact, currently transacting and requesting authority to transact in all jurisdictions (Form 3)</td>
</tr>
<tr>
<td>6.</td>
<td><strong>Minimum Capital and Surplus Requirements</strong> (pursuant to Sections II and VII Filing Requirements Item 5)</td>
</tr>
<tr>
<td></td>
<td>Provide explanation of compliance with minimum capital &amp; surplus requirements for state for which application is prepared</td>
</tr>
<tr>
<td>7.</td>
<td><strong>Statutory Deposit Requirements</strong> (pursuant to Sections II and VII Filing Requirements Item 6)</td>
</tr>
<tr>
<td></td>
<td>Submit documentation as listed in Sections II, and VII Requirements, Item 6</td>
</tr>
<tr>
<td>8.</td>
<td><strong>Plan of Operation</strong> (pursuant to Sections II and VII Filing Requirements Item 7)</td>
</tr>
<tr>
<td></td>
<td>Completed Questionnaire (Form 8C) per Section II, Item 7</td>
</tr>
<tr>
<td></td>
<td>Pro Forma (Form 13)</td>
</tr>
<tr>
<td></td>
<td>Narrative</td>
</tr>
<tr>
<td>9.</td>
<td><strong>Deleting Lines of Business</strong> (pursuant to Section II Filing Requirements Item 11)</td>
</tr>
<tr>
<td></td>
<td>Questionnaire (Form 8C), complete Section II, questions 22-25</td>
</tr>
<tr>
<td>10.</td>
<td><strong>Statutory Membership(s)</strong> (pursuant to Sections II and VII Filing Requirements Item 8)</td>
</tr>
<tr>
<td></td>
<td>Submit documentation as listed in Sections II, and VII Filing Requirements Item 8</td>
</tr>
<tr>
<td>11. Certificate of Compliance</td>
<td>Original Certificate of Compliance completed by domiciliary state insurance regulatory agency (Form 6)</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>---------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>12. State-Specific Information</td>
<td>Some jurisdictions may have additional requirements that must be met before approval can be granted or the amended Certificate of Authority can be issued. Before completing a UCAA Corporate Amendments Application the Applicant Company should review a listing of requirements for the state to which you are applying. That listing can be found at <a href="http://www.naic.org/industry_ucaa.htm">http://www.naic.org/industry_ucaa.htm</a></td>
</tr>
<tr>
<td>13. Uniform Consent to Service</td>
<td>Original executed Service of Process form (Form 12)</td>
</tr>
<tr>
<td>14. State of Domicile Approval</td>
<td>Submit documentation as listed in applicable Sections and Filing Requirement Items as listed above III, IV and V Item 6, Section VII Filing Requirements Item 11, Section VIII Filing Requirements Item 8, Section IX Filing Requirements Item 5 and Section X Filing Requirements Item 4</td>
</tr>
<tr>
<td>15. NAIC Biographical Affidavit</td>
<td>NAIC Biographical Affidavit (Form 11), for the following:</td>
</tr>
<tr>
<td></td>
<td>Officers (as listed on Jurat Page of most recent financial statement.)</td>
</tr>
<tr>
<td></td>
<td>Directors (as listed on Jurat Page of most recent financial statement.)</td>
</tr>
<tr>
<td></td>
<td>Key managerial personnel (including any vice presidents or other individuals who will control the operations of the applicant.)</td>
</tr>
<tr>
<td>16. Name Approval</td>
<td>Evidence of name approval request</td>
</tr>
<tr>
<td>17. Statement of Withdrawal</td>
<td>Completed Form 17</td>
</tr>
<tr>
<td>18. Change of Address/Contact Notification</td>
<td>Change of Address/Contact Notification (Form 14)</td>
</tr>
</tbody>
</table>
Uniform Certificate of Authority Application (UCAA)
Corporate Amendments Application
Application to Amend Certificate of Authority

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

(Choose the appropriate states in which the Applicant Company is applying.)

<table>
<thead>
<tr>
<th>State</th>
<th>State</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alabama</td>
<td>Montana</td>
</tr>
<tr>
<td>Alaska</td>
<td>Nebraska</td>
</tr>
<tr>
<td>Arizona</td>
<td>Nevada</td>
</tr>
<tr>
<td>Arkansas</td>
<td>New Hampshire</td>
</tr>
<tr>
<td>California</td>
<td>New Jersey</td>
</tr>
<tr>
<td>Colorado</td>
<td>New Mexico</td>
</tr>
<tr>
<td>District of Columbia</td>
<td>New York</td>
</tr>
<tr>
<td>Connecticut</td>
<td>North Carolina</td>
</tr>
<tr>
<td>Delaware</td>
<td>North Dakota</td>
</tr>
<tr>
<td>Florida</td>
<td>Ohio</td>
</tr>
<tr>
<td>Georgia</td>
<td>Oklahoma</td>
</tr>
<tr>
<td>Hawaii</td>
<td>Oregon</td>
</tr>
<tr>
<td>Idaho</td>
<td>Pennsylvania</td>
</tr>
<tr>
<td>Illinois</td>
<td>Puerto Rico</td>
</tr>
<tr>
<td>Indiana</td>
<td>Rhode Island</td>
</tr>
<tr>
<td>Iowa</td>
<td>South Carolina</td>
</tr>
<tr>
<td>Kansas</td>
<td>South Dakota</td>
</tr>
<tr>
<td>Kentucky</td>
<td>Tennessee</td>
</tr>
<tr>
<td>Louisiana</td>
<td>Texas</td>
</tr>
<tr>
<td>Maine</td>
<td>Utah</td>
</tr>
<tr>
<td>Maryland</td>
<td>Vermont</td>
</tr>
<tr>
<td>Massachusetts</td>
<td>Virginia</td>
</tr>
<tr>
<td>Michigan</td>
<td>Washington</td>
</tr>
<tr>
<td>Minnesota</td>
<td>West Virginia</td>
</tr>
<tr>
<td>Mississippi</td>
<td>Wisconsin</td>
</tr>
<tr>
<td>Missouri</td>
<td>Wyoming</td>
</tr>
</tbody>
</table>

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

(Choose 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
- Redomestication of a Foreign Insurer
- Change of city of domicile address, Statutory Home Office Address, within a domestic state/mailing address
- Change of Address/Contact Notification
- Merger of Two or More Foreign Insurers
Pre-notification of Change of Control of Foreign Insurer
Notification of Change of Control of Foreign Insurer
Amended Articles of Incorporation
Amended Bylaws
If a Name Change:
Previous Name of Applicant Company: ____________________________________________  NAIC No. ______________
Previous Group Name: __________________________________________________________ New Group Code: __________ __
New Name of Applicant Company: NAIC No: ___________________
New Group Name: __________________________________________________________________ New Group Code: ____________

If this application represents a name change, did the Applicant Company experience a merger or an owner change prior to the name change?
Yes __________ No ________
If yes, please be sure an application is also submitted for the merger and/or ownership change transaction.

If a Change of Control:
Effective Date of Change of Control of Foreign Insurer _______________________ Group Code: Previous ______ New ______

Effective Date of Redomestication: ____________________________________________
Effective Date of Name Change: _____________________________________________
Effective Date of Change of City within the State of Domicile: ______________________

If an Address Change:
Previous Home Office Address: _________________________________________________________________________
New Home Office Address: _____________________________________________________________________________
Previous Administrative Office Address: __________________________________________________________________
New Administrative Office Address: ______________________________________________________________________
Previous Mailing Address: _____________________________________________________________________________
New Mailing Address: _________________________________________________________________________________
Previous Phone: _____________________________  Fax: _____________________________________________
New Phone: ________________________________  Fax: _____________________________________________

Are these addresses the same as those shown on the Applicant Company’s latest financial statement?
Yes __________ No ________
If not, indicate why: ____________________________________________________________________________

If a Redomestication:
Effective Date of Redomestication: __________________________  Previous State: ___________ New State: __________
Effective Date of Name Change: _________________________________
Effective Date of Change within the State of Domicile: __________________________
Effective Date of Change of Control of Foreign Insurer: __________________________

©2014 National Association of Insurance Commissioners
Effective Date of Change within the State of Domicile: ________________

Effective Date of Merger: ________________

Has the Insurer’s designee to appoint and remove agents changed as a result of this corporate amendment?

Yes [ ] No [ ]

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

If a merger of two or more foreign insurers:

Effective Date of Merger: ________________

Current Name of Surviving Applicant Company: ____________ NAIC No.: ____________ Group Code: ____________

Proposed New Name of Surviving Applicant Company: ____________ NAIC No.: ____________ Group Code: ____________

Name of Non-Surviving Insurer (1): ____________ NAIC No.: ____________ Group Code: ____________

Name of Non-Surviving Insurer (2): ____________ NAIC No.: ____________ Group Code: ____________

Surviving Applicant Company’s Home Office Address: _______________________________________________________

Surviving Applicant Company’s Administrative Office Address: ___________________________________________________

Surviving Applicant Company’s Mailing Address: ___________________________________________________________

Surviving Applicant Company’s Telephone: __________________________ Fax: __________________________

General Interrogatories:

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

Yes [ ] No [ ]

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

Are these addresses the same as those shown on your Annual Statement?

Yes [ ] No [ ]

If not, indicate why: ____________________________________________________________________________

If this application represents a name change, did the Company experience a merger or an owner change prior to the name change?

Yes [ ] No [ ]

If yes, please be sure an application is also submitted for the merger and/or ownership change transaction.

Date of Last Market Conduct Examination: ________________

If an Addition of Lines of Business:

Has the Applicant Company had an application for these lines of business refused by this or any other state prior to the date of this application?

©2014 National Association of Insurance Commissioners
Yes [ ] No [ ]

If yes, give full explanation in an attached letter.

**All Corporate Amendments:**
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: _____________________________

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

________________________________________________________________________

________________________________________________________________________

A Certificate of Compliance from the Applicant Company's state of domicile (for foreign applicants) and the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority must accompany this application. (not applicable for Change of Control, Amended Articles of Incorporation or Amended Bylaws.)

**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 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

©2014 National Association of Insurance Commissioners
National Treatment and Coordination (E) Working Group
Company Licensing Proposal Form

DATE: 12-2-2014

CONTACT PERSON: Jane Barr and Crystal Brown

TELEPHONE: 816-783-8413 or 816-783-8146

EMAIL ADDRESS: jbarr@naic.org or cbrown@naic.org

ON BEHALF OF: NAIC Staff

NAME: 

TITLE: 

AFFILIATION: 

ADDRESS: 

FOR NAIC USE ONLY

Agenda Item # _________
Year _________

[ ] ADOPTED
[ ] REJECTED
[ ] DEFERRED TO
[ ] REFERRED TO OTHER NAIC GROUP
[ ] EXPOSED
[ ] OTHER (SPECIFY) 

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


Forms:
[ ] Form 1 – Checklist [ X] Form 2 - Application [ ] Form 3 – Lines of Business
[ ] Form 6- Certificate of Compliance [ ] Form 7 – Certificate of Deposit [ ] Form 8 - Questionnaire
[ ] Form 8C- Corporate Amendment Questionnaire [ ] Form 11-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)

The following changes are proposed to Form 2C and the instructions for a corporate amendment application for a change of address: change the corporate amendment application type from “Change of City within the State of Domicile” to “Change of Address within the State of Domicile” and adding company contact information for the consumer affairs contact, premium tax contact, producer licensing contact and rate/form filing contact information, similar to the contact information included on Form 2E

REASON OR JUSTIFICATION FOR CHANGE **

The purpose of the proposed change is to clarify the filing requirements, instructions and the corporate amendment application type that an Applicant Company will need to complete when submitting a change of address to foreign states. The proposed changes provide additional consistency between Form 2E and 2C for company contact information. The flow of the application was also restructured to allow for the information pertaining to the various corporate amendment types to be grouped together for easier review of the application.

Additional Staff Comments

** This section must be completed on all forms.
Corporate Amendments Application Section V
Filing Requirements (Change of City Statutory Home Office Address -within the State of Domicile)

This section provides a guide to understanding the focus of each document of the Corporate Amendments Application. However, documents typically serve multiple purposes. Therefore, it is important that applications be complete.

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please contact the states individually if there are questions about a specific document.

All forms required for the Corporate Amendments Application are located on the UCAA website. All forms are in Excel, Word or Adobe PDF file format.

Table of Contents

1. Application Form and Attachments
2. Filing Fee
3. Articles of Incorporation
4. Bylaws
5. Service of Process
6. State of Domicile Approval (Foreign Insurers Only)
7. State-Specific Information

1. Application Form and Attachments

The Applicant Company must submit a completed Checklist (Form 1C), and an original executed Application (Form 2C) and the company’s original Certificate of Authority or an Affidavit of Lost Certificate of Authority (Form 15) as Item 1 of the application. A cover letter may be included as a component of Item 1 of the application.

2. Filing Fee

The application will need to include a filing fee for the application state, if required for an issuance of a new certificate of authority and/or amending the articles of incorporation. The payee name and the instructions for submitting the filing fee are included in the Filing Fees Matrix chart located on the UCAA website. Submit a copy of the Applicant Company’s check as Item 2 of the application.

3. Articles of Incorporation

Indicate the location of the language within the Articles of Incorporation that reflects the change of city Statutory Home Office address (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.

Include as Item 3 of the application.

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.

Include as Item 4 of the application.
5. **Service of Process**

   Include one original fully executed UCAA Service of Process form (Form 12) or see state-specific requirements. Include as Item 5 of the application.

6. **State of Domicile Approval (Foreign Insurers Only)**

   Provide a copy of the approval from the Applicant Company’s state of domicile. Include as Item 6 of the application.

7. **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 Amendments Application, the Applicant Company should review a listing of requirements for the application state. State-specific requirements are located on the UCAA website. Include as Item 7 of the application.
Uniform Certificate of Authority Application (UCAA)
Corporate Amendments Application
Application to Amend Certificate of Authority

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

(Check the appropriate states in which the Applicant Company is applying.)

<table>
<thead>
<tr>
<th>State</th>
<th>State</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alabama</td>
<td>Montana</td>
</tr>
<tr>
<td>Alaska</td>
<td>Nebraska</td>
</tr>
<tr>
<td>Arizona</td>
<td>Nevada</td>
</tr>
<tr>
<td>Arkansas</td>
<td>New Hampshire</td>
</tr>
<tr>
<td>California</td>
<td>New Jersey</td>
</tr>
<tr>
<td>Colorado</td>
<td>New Mexico</td>
</tr>
<tr>
<td>District of Columbia</td>
<td>New York</td>
</tr>
<tr>
<td>Connecticut</td>
<td>North Carolina</td>
</tr>
<tr>
<td>Delaware</td>
<td>North Dakota</td>
</tr>
<tr>
<td>Florida</td>
<td>Ohio</td>
</tr>
<tr>
<td>Georgia</td>
<td>Oklahoma</td>
</tr>
<tr>
<td>Hawaii</td>
<td>Oregon</td>
</tr>
<tr>
<td>Idaho</td>
<td>Pennsylvania</td>
</tr>
<tr>
<td>Illinois</td>
<td>Puerto Rico</td>
</tr>
<tr>
<td>Indiana</td>
<td>Rhode Island</td>
</tr>
<tr>
<td>Iowa</td>
<td>South Carolina</td>
</tr>
<tr>
<td>Kansas</td>
<td>South Dakota</td>
</tr>
<tr>
<td>Kentucky</td>
<td>Tennessee</td>
</tr>
<tr>
<td>Louisiana</td>
<td>Texas</td>
</tr>
<tr>
<td>Maine</td>
<td>Utah</td>
</tr>
<tr>
<td>Maryland</td>
<td>Vermont</td>
</tr>
<tr>
<td>Massachusetts</td>
<td>Virginia</td>
</tr>
<tr>
<td>Michigan</td>
<td>Washington</td>
</tr>
<tr>
<td>Minnesota</td>
<td>West Virginia</td>
</tr>
<tr>
<td>Mississippi</td>
<td>Wisconsin</td>
</tr>
<tr>
<td>Missouri</td>
<td>Wyoming</td>
</tr>
</tbody>
</table>

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

(Check 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
- Redomestication of a Foreign Insurer
- Change of city of domicile/Address within domestic state/mailing address
- Change of Address/Contact Notification
- Merger of Two or More Foreign Insurers
- Pre-notification of Change of Control of Foreign Insurer
- Notification of Change of Control of Foreign Insurer
- Amended Articles of Incorporation
- Amended Bylaws

© 2014 National Association of Insurance Commissioners

Revised 8/18/14
FORM 2C
Applicant Company Name: _____________________________   NAIC No.___________________________
FEIN: ___________________________ 

Previous Name of Applicant Company: ______________________________________  _  NAIC No. __________________ 
New Name of Applicant Company:  __________________________________________  NAIC No.  __________________ 
Previous Group Name: ________________________________________ ____________ Group Code: ________________ _
New Group Name:  Group Code: _________________ 

If this application represents a name change, did the Applicant Company experience a merger or an owner change prior to the 
name change? 
Yes ☐  No ☐ 

If yes, please be sure an application is also submitted for the merger and/or ownership change transaction. 

Applicant Company Address Information

Previous Home Office Address: _____________________________________________________________________________ 
Phone:  ____________________________________ Fax:  _________________________________________________ 
New Home Office Address: _____________________________________________________________________________ 
Phone:  ____________________________________ Fax:  _________________________________________________ 
Previous Administrative Office Address: __________________________________________________________________ 
Phone:  ____________________________________ Fax:  _________________________________________________ 
New Administrative Office Address: ______________________________________________________________________ 
Phone:  ____________________________________ Fax:  _________________________________________________ 
Previous Mailing Address: ________________________________________________________________________________ 
Phone:  ____________________________________ Fax:  _________________________________________________ 
New Mailing Address: ________________________________________________________________________________ 
Phone:  ____________________________________ Fax:  _________________________________________________ 
Billing Address: _______________________________________________________________________________________
E-Mail Address: ______________________________ Phone: ______________________ Fax:______________________

Applicant Company Contact Information

Consumer Affairs Contact Name: ________________________________  Title: 
E-Mail Address: Phone:  Fax: 
Premium Tax Contact Name: ________________________________  Title: 
E-Mail Address: Phone:  Fax: 
Producer Licensing Contact Name: ________________________________  Title: 
E-Mail Address: Phone:  Fax: 
Rate/Form Filing Contact Name: ________________________________  Title: 
E-Mail Address: Phone:  Fax: 
Are these addresses the same as those shown on the Applicant Company’s Annual Statement? 
Yes ☐  No ☐ 

If not, indicate why: ____________________________________________________________________________ 
Effective Date of Change of Address within the State of Domicile: ______________________________________________ 
Effective Date of Redomestication:________________________________________  Previous State: ________________ New State: _____________ 
Effective Date of Name Change:________________________________________  Effective Date of Merger: ____________________________
Applicant Company Name: ________________
NAIC No. ____________________
FEIN: _____________________
Effective Date of Change of Control of Foreign Insurer: ______________
Group Code: Previous ______ New ______
Applicant Company Name: _____________________________   NAIC No. _____________________________
FEIN: ___________________________ __

If a merger of two or more foreign insurers:

Surviving Applicant Company Information:
Current Name: _____________________________ NAIC No.: ___________ Group Code: ________
Proposed New Name: _____________________________ NAIC No.: ___________ Group Code: ________
Surviving Applicant Company’s Home Office Address:
___________________________________________________________________________________________________
Surviving Applicant Company’s Administrative Office Address:
___________________________________________________________________________________________________
Surviving Applicant Company’s Mailing Address:
___________________________________________________________________________________________________
Surviving Applicant Company’s Telephone: _____________________________ Fax: _____________________________
Non-Surviving Company Information:
Name of Insurer _____________________________ NAIC No.: ___________ Group Code: ________
Has the Applicant Company’s designee to appoint and remove agents changed as a result of this corporate amendment?
Yes [ ] No [ ]
If yes, please note the new designee (name natural persons only): _______________________________________________
Date of Last Market Conduct Examination:
Has the Applicant Company had an application for these lines of business refused by this or any other state prior to the date of this application?
Yes [ ] No [ ]
If yes, give full explanation in an attached letter.
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: _____________________________
Please provide a listing of all other applications filed by the Applicant Company, or any of its affiliates, which are pending before the Department:
___________________________________________________________________________________________________
A Certificate of Compliance from the Applicant Company's state of domicile (for foreign applicants) and the Applicant Company's original Certificate of Authority or an Affidavit of Lost Certificate of Authority must accompany this application. (not applicable for Change of Control, Amended Articles of Incorporation or Amended Bylaws.)
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 forgoing is true and correct, executed at ________________________________.

__________________________________  __________________________________
Name of Applicant Company          Date Signature of Witness

__________________________________  __________________________________
Date Signature of Treasurer

__________________________________  __________________________________
Date Signature of Secretary

__________________________________  __________________________________
Date Signature of President

__________________________________  __________________________________
Full Legal Name of President

__________________________________  __________________________________
Full Legal Name of Secretary

__________________________________  __________________________________
Full Legal Name of Treasurer

© 2015 National Association of Insurance Commissioners
## National Treatment and Coordination (E) Working Group

### Company Licensing Proposal Form

<table>
<thead>
<tr>
<th>DATE:</th>
<th>12-2-2014</th>
<th>FOR NAIC USE ONLY</th>
</tr>
</thead>
<tbody>
<tr>
<td>CONTACT PERSON:</td>
<td>Jane Barr and Crystal Brown</td>
<td>Agenda Item #</td>
</tr>
<tr>
<td>TELEPHONE:</td>
<td>816-783-8143 or 816-783-8146</td>
<td>Year</td>
</tr>
<tr>
<td>EMAIL ADDRESS:</td>
<td><a href="mailto:jbarr@naic.org">jbarr@naic.org</a> or <a href="mailto:cbrown@naic.org">cbrown@naic.org</a></td>
<td>DISPOSITION</td>
</tr>
<tr>
<td>ON BEHALF OF:</td>
<td>NAIC Staff</td>
<td>[ ] ADOPTED</td>
</tr>
<tr>
<td>NAME:</td>
<td></td>
<td>[ ] REJECTED</td>
</tr>
<tr>
<td>TITLE:</td>
<td></td>
<td>[ ] DEFERRED TO</td>
</tr>
<tr>
<td>AFFILIATION:</td>
<td></td>
<td>[ ] REFERRED TO OTHER NAIC GROUP</td>
</tr>
<tr>
<td>ADDRESS:</td>
<td></td>
<td>[ ] EXPOSED</td>
</tr>
<tr>
<td></td>
<td></td>
<td>[ ] OTHER (SPECIFY)</td>
</tr>
</tbody>
</table>

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

- [ ] UCAA Forms
- [ ] UCAA Instructions
- [ ] UCAA Manual
- [ ] Company Licensing Best Practices Handbook

### Forms:

- [ ] Form 1 – Checklist
- [ ] Form 2 – Application
- [ ] Form 3 – Lines of Business
- [ ] Form 6 – Certificate of Compliance
- [ ] Form 7 – Certificate of Deposit
- [ ] Form 8 – Questionnaire
- [ ] Form 8C – Corporate Amendment Questionnaire
- [ ] Form 11 – Uniform Consent to Service of Process
- [ ] Form 13 – ProForma
- [X] 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)

The following changes are proposed to Form 14 and the instructions: Removed all references to a change of address to allow for the form to be used only as a company contact notification.

### REASON OR JUSTIFICATION FOR CHANGE **

The purpose of the proposed change is to change the form to be used only for notifying the states of a company contact change. All address changes would be completed through the corporate amendment application.

### Additional Staff Comments

** This section must be completed on all forms.  

Revised 01-2014
Corporate Amendments Application Section VI

Filing Requirements (Change of Address/Contact Notification Change)

This section provides a guide to understanding the focus of each document of the Corporate Amendments Application. However, documents typically serve multiple purposes. Therefore, it is important that applications be complete.

All documents submitted in support of the application must be current. However, in certain instances, some states have limited latitude to accept older documents. Please contact the states individually if there are questions about a specific document.

All forms required for the Corporate Amendments Application are located on the UCAA website. All Forms are in Excel, Word or Adobe PDF file format. This form is submitted as a stand-alone form in the electronic application.

Please read the following Instructions before proceeding in completing Corporate Amendments Application Section VI.

Instructions

The Applicant Company should complete the Corporate Amendments Application Section VI as a courtesy filing in conjunction with other changes or should review and file Form 14, Change of Mailing Address/Contact Notification Form in conjunction with the Corporate Amendments Application when contact information has changed as a result of the a previously filed corporate amendment or otherwise needs to be updated. If the only change is to the mailing address, Form 14 is not required, as that change is noted within the Corporate Amendments Application. Notify regulatory officials of address changes or contact person changes applicable to the applicant.

Table of Contents

1. Application Form and Attachments
2. State-Specific Information

1. Application Form and Attachments

The Change of Address/Contact Notification form is located on the UCAA website. Submit a completed Change of Address/Contact Notification (Form 14) when necessary.

2. 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 Amendments Application, the Applicant Company should review a listing of requirements for the application state. State-specific requirements are located on the UCAA website. Include as Item 12 of the application.

Please Note: This is a notification only application and is not intended to be filed in conjunction with any other corporate amendment change type. (Wording could be used in instructions for Statement of Withdrawal).
CHANGE OF MAILING ADDRESS/CONTACT NOTIFICATION FORM

NAME CHANGE

If there has been a name change and/or a mailing address change, please complete the following:

Previous Applicant Company Name: ______________________________________________________________________
Current Applicant Company Name: ______________________________________________________________________

MAILING ADDRESS/CONTACT CHANGE

This form is to be completed as a courtesy filing to notify regulatory officials of mailing address changes or contact person changes applicable to the Applicant Company. For each contact change, please indicate one or more areas for which the change given below is applicable:

<table>
<thead>
<tr>
<th>Catastrophe/Disaster Coordination Contact</th>
<th>A contact person for state departments to contact for information if there is a catastrophe or disaster.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Claim Information Contact</td>
<td>A contact person for the public to contact for claim information.</td>
</tr>
<tr>
<td>Consumer Complaints Contact</td>
<td>A contact person for state consumer complaint staff to contact for resolution of complaints filed with the state department.</td>
</tr>
<tr>
<td>Form and/or Rate Filings Contact</td>
<td>A person for state departments to contact regarding issues on policy forms filings or rate filings.</td>
</tr>
<tr>
<td>Local Office in Domestic/Foreign State Contact</td>
<td>A person for the public or state departments to contact.</td>
</tr>
<tr>
<td>Managing General Agent</td>
<td>A person for the public or state departments to contact.</td>
</tr>
<tr>
<td>Market Conduct Contact</td>
<td>A person for state departments to contact regarding market conduct issues.</td>
</tr>
<tr>
<td>Policyholder Information Contact</td>
<td>A person for the public to contact.</td>
</tr>
<tr>
<td>Producer Licensing Contact (Appointment)</td>
<td>A person for state departments to contact regarding issues of producer licensing or appointments of agents.</td>
</tr>
<tr>
<td>Regulatory Compliance/Government Relations Contact</td>
<td>A person for state departments to contact on matters related to regulation but unrelated to public complaints filed with the state department.</td>
</tr>
<tr>
<td>Premium Tax Contact</td>
<td>A person for state departments to contact regarding issues of payment of premium tax.</td>
</tr>
<tr>
<td>Company Licenses/Fees Contact</td>
<td>A person for state departments to contact regarding issues of payment of license fees.</td>
</tr>
<tr>
<td>Deposits Contact</td>
<td>A person for state departments to contact regarding statutory deposits.</td>
</tr>
<tr>
<td>U.S. Legal Counsel (for aliens)</td>
<td>A person for state departments to contact.</td>
</tr>
<tr>
<td>Annual Statement Contact</td>
<td>A contact person responsible for answering questions in the completion of the annual statement.</td>
</tr>
<tr>
<td>Company Mailing Address</td>
<td>A change to the mailing address of the company.</td>
</tr>
</tbody>
</table>
Note: Do not use this form to notify states for a change of address requiring a corporate amendment or person receiving Service of Process. This change should be submitted by completing a Corporate Amendment Application and/or a Uniform Consent to Service of Process.
This notice is for all states; OR this notice is for the following state(s) only:

| AL | AK | AS | AZ | AR | CA | CO | CT | DE | DC | FL | GA | GU | HI | ID | IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO | MT | NE | NV | NH | NJ | NM | NY | NC |
|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|----|

* State-Specific Form required

NEW CONTACT

Contact Name: ________________________________________________________________

Title:  __________________________________________________________________________________

Address:  __________________________________________________________________________________

Phone #:  _________________ Fax #:  _________________ E-Mail Address:  ____________________________________

Previous Contact Name (if changed):  _____________________________________________________________________

Name of MGA (if contact or address changed):  _____________________________________________________________

Note: If there are multiple contacts in different locations, please attach a separate sheet with all pertinent information for each.

NEW MAILING ADDRESS

Managing General Agent

Address:  ________________________________________________________________

Address 2:  ________________________________________  Suite/Mail Stop:  ____________________________

City:  __________________________ State:  _________________ Zip Code:  _________________________

Email:  ________________________________________________________________

Phone Number:  __________________________ Fax:  __________________________

_________________________________  Date of Preparation

_________________________________  Typed or Printed Name  Title of Preparer

_________________________________  Phone Number of Preparer  Email Address of Preparer