UNIFORM CERTIFICATE OF AUTHORITY APPLICATION

CORPORATE AMENDMENTS APPLICATION

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

The Applicant Company can use the Corporate Amendment Application to file more than one change in the same submission. The Applicant Company should mark all changes on the application form and submit all items required for those changes. For electronic application submissions, refer to the UCAA Corporate Amendment User Guide.

The following instructions contain a detailed explanation of the various requirements 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.

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.

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. The Applicant Company must be familiar with the insurance laws of the state(s) to which they submit an application. For information on state laws, regulations and bulletins, see the State Charts on the UCAA website.

It is highly recommended that the Applicant Company review the corporate amendment instructions, FAQs and state specific information prior to contacting each state with any questions before submitting the application for review.

Corporate Amendments Application Review Process

The Corporate Amendment Application of the UCAA provides a uniform process for gaining the necessary regulatory approvals for modifications to an Applicant Company's Certificate of Authority. It is the goal of 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 state(s) may not achieve the 60-day processing goal in instances where the application requires substantial follow-up, in state(s) with limited resources or in instances when the application is filed 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(s) to request additional information. Typically, the state(s) will request any additional information that it needs within 30 days after the state accepts the application.

Proprietary Information

Both regulators and the Applicant Company should note that the Applicant Company might deem confidential any communications with insurance regulatory agencies in conjunction with the Corporate Amendment Application concerning proprietary information about the Applicant Company. States may only share information determined to be confidential with other persons as authorized by law. By law, the state will not disclose to the public any information determined to be proprietary and trade secret. 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 homepage contains the requirements and filing process for the Corporate Amendment Application. Contact the appropriate state regulators with any questions before filing any Uniform Application. State contact information can be found on the Addresses and Contact Information for Submission of Application chart.

Step One: Filing the Application
Processing Goal: 2 Weeks

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

Generally, within two weeks from the date that the application is received, the state will notify the Applicant Company 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. For electronic application submissions the state notification will be the status 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 the notification from the department reviewing the application to correct the deficiency. Some states may return to the Applicant Company any applications that are deficient and not accepted for filing. Electronic applications that are not accepted by the state will be updated with a "closed" status date.

Step Two: Application Review
Processing Goal: 60 Days

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

At the conclusion of the substantive review the reviewing 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 Applicant Company will be notified with a detailed explanation for the denial. After the denial, if the Applicant Company wishes to re-file a Corporate Amendment Application, the state will require a new application and filing fee.

How to File

Refer to the State-Specific Information. Some states provide their preference for how the application should be submitted. The following provides instructions for filing hard-copy and electronic filings.

Hard-Copy

To facilitate the prompt review of the Corporate Amendment Application, please ensure that the application adheres to the formatting instructions provided in this section. The states will not accept filing applications that fail to meet these formatting requirements.

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 Amendment 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 Addresses and Contact Information for Submission of Application chart to obtain information regarding the status of a Corporate Amendment Application.

2. Questions

Section I through Section XII, Filing Requirements, provide detailed guidelines regarding both the type and format of information required for the Corporate Amendment Application. For additional information, or clarification, the Applicant Company should review the State Requirement charts and FAQs prior to contacting the state.

3. Application 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 Amendment Application for review. Attach a completed Checklist to the top of the application. For electronic filings, the Checklist is completed as the Applicant Company completes the

required information. The Checklist cannot be edited, and the application cannot be submitted until all required information is completed.

4. Application and Supporting Documents

Submit one copy of the Checklist, completed application and all supporting documentation to the reviewing state. Each item identified in Section I through Section XII 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 Amendment 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."

For electronic submissions, all applicable forms are prepared prior to submission. If applying to states that accept electronic and/or prefer hard-copy, print completed forms from the View/Print/Download link and submit those forms to the states as hard-copy applications.

5. Addresses for Submission of Application

Submit the application by mailing it to the appropriate address noted in the Addresses and Contact Information for Submission of Application chart.

6. Updates/Changes

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

The Applicant Company must supply revised forms promptly if any changes occur which materially affect the accuracy of the forms filed in support of the application. For electronic filings, the updated attachments can be submitted via the UCAA email or the application can be amended. Refer to the Electronic Application User Guide for Corporate Amendment Applications.

7. Filing Fee

Please see Filing Fees - Corporate Amendments chart and Filing Fees Matrix - Corporate Amendments chart, located on the UCAA website, to determine the correct fee and filing instructions for the application state. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to retaliatory statutes, the ultimate amount of fees in any state may be more than the amount indicated in the chart.

8. Forms

All forms are located on the UCAA website. For electronic filings, all required forms are automatically prepared as the required information is entered.

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 Amendment Application the Applicant Company should review a listing of requirements for the application state located under State-Specific Requirements on the UCAA website.

Electronic Submission

To initiate an electronic filing, the Applicant Company must first obtain a User ID and password. The individual completing the application on behalf of the Applicant Company must obtain approval from either the Corporate Secretary or General Counsel of the Applicant Company.

A User Guide is provided as a step by step guide for utilizing the electronic application.

The UCAA Corporate Amendment Application has twelve change types (sections) designed to guide the Applicant Company through the licensing process. Each section and filing requirement item is noted on the Application Checklist (Form 1C);

I. Adding and/or Deleting Lines of Business Filing Requirements
II. Name Change Filing Requirements
III. Redomestication of a Foreign Insurer Filing Requirements
IV. Change of Statutory Home Office Address Filing Requirements
V. Merger of Two or More Foreign Insurers
VI. Proposed/Completed Change of Control of Foreign Insurers
VII. Amended Articles of Incorporation
VIII. Amended Bylaws
IX. Change of Address/Contact Notification Filing Requirement
X. Statement of Withdrawal/Complete Surrender of Certificate of Authority Application
XI. Voluntary Dissolution
XII. Amended Uniform Consent to Service of Process

Corporate Amendments Application Section I
Filing Requirements (Adding and/or Deleting Lines of Business)

This section provides a guide to understanding the focus of each document of the Corporate Amendment Application. However, there typically are 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 review the state specific requirements in the state charts and state-specific requirements prior to contacting the states individually if there are questions about a specific document.

All forms required for the Corporate Amendment Application are located under the Corporate Amendment Application tab in the UCAA Forms Section. For electronic application submissions, required forms are provided for the application change type selected, therefore it is important to read the instructions prior to starting an electronic filing to ensure the necessary corporate amendment change type is selected and the appropriate forms are provided.

Table of Contents/ Application Requirements

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

1. Application Form and Attachments - Item 1 of the application

The application must identify all lines of insurance that the Applicant Company is currently authorized to transact and specify the lines of authority to add or delete from an existing Certificate of Authority, as identified in the plan of operation. The Applicant Company must be authorized in their domiciliary state for the lines of business requested to add in the application. The Applicant Company should review the Seasoning Requirements chart for each submission state. For hard-copy filings submit a completed Checklist (Form 1C), and an original executed Application Form (Form 2C), completed Lines of Business (Form 3) and a copy of the Applicant 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. The Checklist is automatically created in the electronic application and cannot be edited.

2. Filing Fee - Item 2 of the application

The application must include a filing fee for the application state, unless specified that the state prefers to send an invoice. The payee name and the instructions for submitting the filing fee are

included in the Filing Fees - Corporate Amendments chart. Submit/upload a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to retaliatory statutes, the ultimate amount of fees in any state may be more than the amount indicated in the chart.

3. Articles of Incorporation - Item 3 of the application

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

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

4. Bylaws - Item 4 of the application

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

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

5. Minimum Capital and Surplus Requirements - Item 5 of the application

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 Minimum Capital and Surplus Requirements chart identifies the minimum capital and surplus requirements for each Uniform State. This chart also provides a contact person or a link to a state-specific format or RBC requirements and instructions. Submit an explanation of the Applicant Company's compliance with the capital and surplus requirements.

6. Statutory Deposit Requirements - Item 6 of the application

A Statutory Deposit may be required for the requested modification. The Statutory Deposit Requirements chart 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

Requirements chart 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 the Certificate of Deposit (Form 7) prepared by the state of domicile. For electronic submissions the domiciliary state can complete the certificates or upload them into the electronic filing. This step must be done in order to check this item on the electronic application Checklist.

7. Plan of Operation - Item 7 of the application

The Plan of Operation has three components, a brief narrative, proforma financial statements/projections (Form 13) 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 under the Corporate Amendment tab. There is a proforma for Life, Property/Casualty, Health and Title companies. Provide a company-wide, three-year proforma balance sheet and income statement. The proforma workbook should be the same business type as the financial statement blank filed with the NAIC. For the lines requested, provide three-year premium and loss projections by line of business for the application state. Projections must support all aspects of the proposed Plan of Operation, including reinsurance arrangements and any delegated function agreements. Include the assumptions used to arrive at these projections.

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

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

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

8. Statutory Memberships - Item 8 of the application

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

9. Certificate of Compliance - Item 9 of the application

Include a Certificate of Compliance with the application. Please refer to the Certificate of Compliance and Certificate of Deposit Requirements chart for specific requirements for the date of issuance of the Certificate of Compliance (Form 6) from the file date of the application. The current domiciliary state must complete the Certificate. The domiciliary state can complete or upload the certificate in the electronic filing.

10. State-Specific Information - Item 10 of the application

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review the listing of requirements on the State-Specific requirements for the state to which the Applicant Company is applying.

11. Deleting Lines of Business - Item 11 of the application

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

Corporate Amendments Application Section II
Filing Requirements (Name Change)

This section provides a guide to understanding the focus of each document of the Corporate Amendment 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 review the instructions, state charts and FAQS before contacting the states individually if there are questions about a specific document.

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

Table of Contents/ Application Requirements

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

1. Application Form and Attachments - Item 1 of the application

For hard-copy filings the Applicant Company must submit a completed Checklist (Form 1C), 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). A cover letter may be included. The Checklist is automatically created in the electronic application

2. Filing Fee - Item 2 of the application

Include a filing fee for each application state, unless specified that the state prefers to send an invoice. The payee name and the instructions for submitting the filing fee are included in the Filing Fees - Corporate Amendments chart. Submit a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to retaliatory statutes, the ultimate amount of fees in any state may be more than the amount indicated in the chart.

3. Articles of Incorporation - Item 3 of the application

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

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

4. Bylaws - Item 4 of the application

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

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

5. **Service of Process** - Item 5 of the application

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

6. **State of Domicile Approval (Foreign Insurers Only)** - Item 6 of the application

Provide a copy of the name change approval from the Applicant Company's state of domicile.

7. **State-Specific Information -** Item 7 of the application

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

8. **Name Approval** - Item 8 of the application

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

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

Corporate Amendments Application Section III
Filing Requirements (Redomestication of a Foreign Insurer)

This section provides a guide to understanding the focus of each document of the Corporate Amendment 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 review the instructions, charts and FAQs prior to contacting the states individually if there are questions about a specific document.

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

Table of Contents/ Filing Requirements

1. Application Form and Attachments
2. Filing Fee
3. Articles of Incorporation
4. Bylaws

5. Statutory Deposit Requirements
6. Service of Process
7. State of Domicile Approval (Foreign Insurers Only)
8. State-Specific Information

1. Application Form and Attachments - Item 1 of the application

For hard-copy filings 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. A cover letter may be included. The Checklist is automatically created in the electronic application.

2. Filing Fee - Item 2 of the application

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 - Corporate Amendments chart. Submit a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to retaliatory statutes, the ultimate amount of fees in any state may be more than the amount indicated in the chart.

3. Articles of Incorporation - Item 3 of the application

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

4. Bylaws - Item 4 of the application

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

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

5. Statutory Deposit Requirements - Item 5 of the application

A Statutory Deposit may be required for the requested modification. The Statutory Deposit Requirements chart 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

Requirements chart for specific requirements for the date of issuance of the Certificate of Deposit (Form 7) from the file date of the application. The Applicant Company should submit the Certificate of Deposit (Form 7) prepared by its state of domicile. For electronic submissions, the domiciliary state should complete or upload the certificates in the electronic filing to complete the electronic Checklist.

6. Service of Process - Item 6 of the application

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

7. State of Domicile Approval - Item 7 of the application

Provide a copy of the redomestication approval from the Applicant Company's state of domicile. The Applicant Company must notify the NAIC once the domiciliary state approves the redomestication prior to preparation of the electronic application. Email approval to: *jheinz@naic.org*.

8. State-Specific Information - Item 8 of the application

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review the State-Specific Requirements for the application state.

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

This section provides a guide to understanding the focus of each document of the Corporate Amendment 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 review the instructions, state charts and FAQs prior to contacting the states individually if there are questions about a specific document.

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

Table of Contents/ Filing Requirements

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

1. **Application Form and Attachments -** Item 1 of the application

For hard-copy filings 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), if required as Item 1 of the application. A cover letter may be included. The Checklist is automatically created for electronic filings.

2. **Filing Fee -** Item 2 of the application.

The application will need to include a filing fee for the application state. The payee name and the instructions for submitting the filing fee are included in the Filing Fees - Corporate Amendments chart. Submit a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to retaliatory statutes, the ultimate amount of fees in any state may be more than the amount indicated in the chart.

3. **Articles of Incorporation -** Item 3 of the application

Indicate the location of the language within the Articles of Incorporation that reflects the change of 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.

4. **Bylaws -** Item 4 of the application

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

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

5. **Service of Process -** Item 5 of the application

Include one original fully executed UCAA Service of Process form (Form 12) or State-Specific Requirements.

6. **State of Domicile Approval (Foreign Insurers Only) -** Item 6 of the application

Provide a copy of the approval from the Applicant Company's state of domicile.

7. State-Specific Information - Item 7 of the application

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

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

This section provides a guide to understanding the focus of each document of the Corporate Amendment 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 review the instructions, charts and FAQs prior to contacting the states individually if there are questions about a specific document.

Please read the following Instructions before proceeding in completing Corporate Amendment Application Section V. Section V may not be applicable.

Instructions

The Corporate Amendment Application Section V is for notifying the states that a merger involving one or more licensed companies is taking place. Section V 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 if applicable. Section V 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 Section V 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 Amendment filing going to several states to report the merger and a Corporate Amendment filing to add lines of business if the surviving entity is not currently authorized to transact a line of business absorbed by the non-surviving entity. That filing would include corporate documents that changed due to the merger, if any, and surrender of the non-surviving company's Certificate of Authority if applicable. 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, review the Seasoning Requirements chart for those states.

Step One:

For each state consider the following:

1. Is the surviving insurer licensed as a foreign insurer in the state?

2. Is the non-surviving insurer 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 Amendment 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 question one is "yes" and the answer to question two is "no," then go to Step Two. If the answer to question one is "no" the surviving insurer is not currently authorized as a foreign insurer in the state, then go to Step Three.

Step Two:

For the authorized surviving Applicant Company:

1. Are the authorized lines of business aligned for the merged companies?

2. Is the surviving Applicant Company currently authorized to write all of these lines of business, including variable products, in the state, formerly conducted by the non-survivor?

   If the answer to questions 1 and 2 is "yes," then complete Section V of the UCAA Corporate Amendment Application.

   If the answer to either question is "no," then review and complete both Section V and Section I of the UCAA Corporate Amendment Application located on the UCAA website to add those lines that the Surviving Applicant Company is not currently authorized to transact in the state. For additional guidance please refer to the UCAA FAQs – General.

Step Three:

If the instructions directed the Applicant Company to this step, then the surviving Applicant Company 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 and request authorization for all lines it will be transacting in the state, post-merger. For further information and clarification, review the Seasoning Requirements chart prior to contacting the individual listed as the expansion application contact on the Address and Contact Information chart.

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5. Minimum Capital and Surplus Requirements
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7. Plan of Operation
8. Statutory Membership(s)
9. NAIC Biographical Affidavits

10. Service of Process
11. State of Domicile Approval
12. State-Specific Information

1. Application Form and Attachments - Item 1 of the application

For hard-copy filings 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. A cover letter may be included. For electronic submissions the Checklist is completed automatically.

2. Filing Fee - Item 2 of the application

The application will need to include a filing fee for the state to which the Applicant Company is submitting. The payee name and the instructions for submitting the filing fee are included in the Filing Fees - Corporate Amendments chart. Include a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to retaliatory statutes, the ultimate amount of fees in any state may be more than the amount indicated in the chart.

3. Articles of Incorporation /Articles of Merger - Item 3 of the application

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.
- 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.

4. Bylaws - Item 4 of the application

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.
- 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.

5. Minimum Capital and Surplus Requirements - Item 5 of the application

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. 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 Minimum Capital and Surplus Requirements chart identifies the minimum capital and surplus requirements for each Uniform State. This chart also provides a contact person or a link to a state-specific format or RBC requirements and instructions.

6. Statutory Deposit Requirements - Item 6 of the application

A Statutory Deposit may be required for the requested Corporate Amendment. The Statutory Deposit Requirements chart 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 Requirements chart for specific requirements for the date of issuance of the Certificate of Deposit (Form 7) from the file date of the application. The Applicant Company should submit the Certificate of Deposit (Form 7) prepared by its state of domicile. For electronic submission, the domiciliary state may complete or upload the certificates directly in the electronic filing to complete the application Checklist.

7. Plan of Operation - Item 7 of the application

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 for a merger application 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 two (2) components in the Plan of Operation for a Corporate Amendment merger of two or more foreign insurers application. The forms are located under the Corporate Amendment tab. There is a proforma for life, property/casualty, health and title companies. Provide a company-wide, three-year proforma balance sheet and income statement. The proforma workbook should be the same business type as the financial statement blank filed with the NAIC. For the lines requested, provide three-year premium and loss projections by line of business for the application state. Projections must support all aspects of the proposed Plan of Operation, including reinsurance arrangements and any delegated function agreements. Include the assumptions used to arrive at these projections.

The proforma when applied to the Corporate Amendment application is projected data. As such, the projected amounts need not balance with historical NAIC financial filings. The projected data, however, should be relevant to the Company's history of growth and losses as contemplated by the NAIC *Accounting Practices and Procedures Manual*. The proforma balance sheet should also include the authorized control level amount to calculate the Risk-Based Capital ratio for each projected year.

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

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

8. Statutory Memberships - Item 8 of the application

In some states, the Applicant Company is 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 Requirements chart provides a list of statutory memberships that may be required before transacting business. Submit documentation supporting membership application(s), in states where required.

9. NAIC Biographical Affidavits - Item 9 of the application

A. The Applicant Company is required to submit an NAIC Biographical Affidavit (Form 11) 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 or the Applicant Company's ultimate controlling person (Affiant), if the information currently on file with the regulator is not current. Individuals with ten percent (10%) or more beneficial ownership in the Applicant Company or Applicant Company's ultimate controlling person who do not file a biographical affidavit should file a copy of the Disclaimer of Control and approval from the domiciliary regulator.

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 the Affiant's 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-Vendor to conduct an independent third-party verification on the Affiant.

D. The NAIC Biographical Affidavit includes three types of the Disclosure & Authorization Forms. 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 an independent third-party verification to determine an individual's fitness and propriety. The independent third-party verification 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 Vendors shall use the independent third-party verification to create a background report (the "Background Report").

F. The Disclosure & Authorization Form is valid for a maximum of six months. 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." The Applicant Company 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. Background Reports are valid for six months from the signature date of the affidavit. Any alteration to the original biographical affidavit or updated signature will require a newly prepared background report.

H. The Applicant Company 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 here.

I. The department of insurance in the state where the Applicant Company files, or intends to file 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. For those states that require additional background information, such as fingerprints, in place of or in addition to, NAIC Biographical Affidavits, please refer to the appropriate charts for fingerprints and processing fees information.

The list of currently approved Independent Third-Party Vendors for Background Reports is located on the UCAA homepage**.**

NAIC Biographical Affidavits must be completed on the most **current form** [**Word** | **PDF**], in effect at the time the affidavit was signed and the Affiant shall not sign the Affidavits more than six months before the date the Applicant Company files the application. Each question on the biographical affidavit must have a response. If an answer is "None", then so state. Incomplete biographical affidavits could delay the background investigation report and result in a delay of the application review by the state.

Submit original Biographical Affidavits that contain the Disclosure & Authorization Form to the state department(s) of insurance.

10. Uniform Consent to Service of Process - Item 10 of the application

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.

11. State of Domicile Approval - Item 11 of the application

Provide a copy of the approval from the Applicant Company's state of domicile, including a copy of the Merger Agreement, and sample Assumption Certificate, if any.

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

12. State-Specific Information - Item 12 of the application

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 Amendment Application, the Applicant Company should review a listing of State-Specific requirements for the application state.

Corporate Amendments Application Section VI
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 Amendment Application. 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 Amendment 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 Amendment Application Section VI.

Instructions

The Corporate Amendment Application Section VI 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 VI is not applicable for filing in a state if the insurer is a domestic insurer in that state.

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6. NAIC Biographical Affidavits
7. Uniform Consent to Service of Process
8. State of Domicile Approval
9. State-Specific Information

1. Application Form and Attachments - Item 1 of the application

For hard-copy filings a completed Checklist (Form 1C), and an original executed application (Form 2C) must be submitted as Item 1 of the application for a proposed transaction and again for a completed transaction. Include the previous and new group code if applicable. All forms for the Corporate Amendment Application are located in the Forms section on the UCAA website. A cover letter may be included.

2. Filing Fee - Item 2 of the application

The application may need to include a filing fee for the state to which the Applicant Company is submitting. The payee name and the instructions for submitting the filing fee are located in the Filing Fees - Corporate Amendments chart. Submit a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to retaliatory statutes, the ultimate amount of fees in any state may be more than the amount indicated in the chart.

3. Articles of Incorporation - Item 3 of the application

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

- If the Articles of Incorporation have changed as a result of the change of control, file the amended Articles.
- 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 are already on file in the application state.

4. Bylaws - Item 4 of the application

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

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

5. Plan of Operation - Item 5 of the application

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. 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. The proforma is one of two (2) components in the Plan of Operation for a change of control of foreign insurer application. 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 proforma balance sheet and income statement. The proforma workbook should be the same business type as the financial statement blank filed with the NAIC. For the lines of business 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 Company's history of growth and losses as contemplated by the NAIC *Accounting Practices and Procedures Manual*. The proforma balance sheet should also include the authorized control level amount to calculate the Risk-Based Capital ratio for each projected year.

The proforma should be completed by statutory accounting and financial reporting professionals that should be available to answer any questions or concerns from reviewing regulatory staff. The proforma is completed on an annual basis, typically for a three-year time period, however, some state may require five years. The proforma balance sheet should also include the authorized control level amount to calculate the Risk-Based Capital ratio for each projected year. The

proforma should start with the first full year of operations that the Applicant Company anticipates actively writing business in the state(s) receiving the application. When preparing a five-year projection, two proforma excel workbooks can be submitted.

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

6. NAIC Biographical Affidavits - Item 6 of the application

A. The Applicant Company is required to submit an NAIC Biographical Affidavit (Form 11) 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 or the Applicant Company's ultimate controlling person (Affiant), if the information currently on file with the regulator is not current. Individuals with ten percent (10%) or more beneficial ownership in the Applicant Company or Applicant Company's ultimate controlling person who do not file a biographical affidavit should file a copy of the Disclaimer of Control and approval from the domiciliary regulator.

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 an independent third-party verification 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 an independent third-party verification to determine an individual's fitness and propriety. The independent third-party verification 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 Vendors shall use the independent third-party verification to create a background report (the "Background Report").

F. The Disclosure & Authorization Form is valid for a maximum of six months. 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." The Applicant Company 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. Background Reports are valid for six months from the signature date of the affidavit. Any alteration to the original biographical affidavit or updated signature will require a newly prepared background report.

H. The Applicant Company 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 Independent Third-Party Vendors should maintain the Background Reports procured under the Disclosure & Authorization Form as confidential. A copy of the FCRA is located here.

I. The department of insurance in the state where the 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 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 for Background Reports**.**

NAIC Biographical Affidavits must be completed on the most **current form** [**Word** | **PDF**], in effect at the time the affidavit was signed and the Affiant shall not sign the Affidavits more than

six months before the date the Applicant Company files the application. Each question on the biographical affidavit must have a response. If an answer is "None", then so state. Incomplete biographical affidavits could delay the background investigation report and result in a delay of the application review by the state.

Submit original Biographical Affidavits that contain the Disclosure & Authorization Form to the state department(s) of insurance.

7. Uniform Consent to Service of Process - Item 7 of the application

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, Virginia and Wisconsin. Pennsylvania does not accept Service of Process and does not require Form 12. Include as Item 7 of the proposed transaction or 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 that the current information is already on file in the state to which this application relates.

8. State of Domicile Approval - Item 8 of the application

Provide a copy of the approval from the Applicant Company's state of domicile when the change of control is completed.

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

9. State-Specific Information - Item 9 of the application

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 Amendment Application, the Applicant Company should review the listing of State-Specific Requirements for the application state.

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

This section provides a guide to understanding the main focus of each document of the Corporate Amendment Application. However, documents are typically used for 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 with questions about a specific document.

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

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5. State of Domicile Approval
6. State-Specific Information

1. Application Form and Attachments - Item 1 of the application

For hard-copy filings 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 Amendment Application are located in the Forms section on the UCAA website. A cover letter may be included.

2. Filing Fee - Item 2 of the application

The application will need to include a filing fee for the state to which the Applicant Company is submitting. The payee name and the instructions for submitting the filing fee are included in the: Filing Fees - Corporate Amendments chart on the UCAA website. Submit a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to retaliatory statutes, the ultimate amount of fees in any state may be more than the amount indicated in the chart.

3. Articles of Incorporation - Item 3 of the application.

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

4. Bylaws - Item 4 of the application

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

- If the bylaws have changed as a result of this application, file the amended bylaws.

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

5. State of Domicile Approval (Foreign Insurers Only) - Item 5 of the application

Provide a copy of the amended Articles of Incorporation approval from the Applicant Company's state of domicile.

6. State-Specific Information - Item 6 of the application

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

Corporate Amendments Application Section VIII
Filing Requirements (Amended Bylaws)

This section provides a guide to understanding the main focus of each document of the Corporate Amendment Application. 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. Please contact the states individually with questions about a specific document.

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

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1. Application Form and Attachments
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4. State of Domicile Approval
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1. Application Form and Attachments - Item 1 of the application.

For hard-copy filings 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 Amendment Application are located in the Forms section on the UCAA website. A cover letter may be included.

2. Filing Fee - Item 2 of the application

The application will need to include a filing fee for the state to which the Applicant Company is submitting. The payee name and the instructions for submitting the filing fee are included in the Filing Fees - Corporate Amendments chart on the UCAA website. Submit a copy of the Applicant Company's check. For electronic filings, checks will need to be mailed directly to the application state. Include a copy of the completed Checklist for reference to the electronic application tracking number. Please note that due to retaliatory statutes, the ultimate amount of fees in any state may be more than the amount indicated in the chart.

3. Bylaws - Item 3 of the application

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

4. State of Domicile Approval (Foreign Insurers Only) - Item 4 of the application

Provide a copy of the amended bylaws approval from the Applicant Company's state of domicile.

5. State-Specific Information - Item 5 of the application

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

The following applications are considered stand-alone applications.

Corporate Amendments Application Section IX
Filing Requirements (Change of Address/Contact Notification – Electronic Stand-Alone)

This section provides a guide to understanding the focus of each document of the Corporate Amendment 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 review the instructions, state charts and FAQs prior to contacting the states individually if there are questions about a specific document.

All forms required for the Corporate Amendment Application are located under the Corporate Amendment Application tab in the UCAA Forms Section. All Forms are in Excel, Word or Adobe PDF file format.

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

Instructions

The Applicant Company should complete the Corporate Amendment Application Section IX 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. For electronic filings, this change is submitted separately (stand-alone).

Table of Contents / Filing Requirements

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

1. Application Form and Attachments - Item 1 of Application

The Change of Address/Contact Notification is used to update contact information or address information and does not require an approval. Submit a completed Change of Address/Contact Notification (Form 14).

2. State-Specific Information - Item 2 of Application

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can amend a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review the State-specific requirements for the application state. Attach a completed Form 12, Uniform Consent to Service of Process, if the forwarding address has changed because of this application. Include as Item 2 of the application.

Corporate Amendments Application Section X
Filing Requirements (Statement of Withdrawal Complete Surrender of Certificate of Authority)

This section provides a guide to understanding the focus of each document of the Corporate Amendment Application. However, there typically are 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 Amendment Application are located under the Corporate Amendment Application tab in the UCAA Forms Section on the UCAA website.

Table of Contents/ Filing Requirements

1. Application Form and Attachments
2. Filing Fee
3. Statement of Withdrawal and Attachments
4. State-Specific Information

1. **Application Form and Attachments** - Item 1 of the application

The application must identify the reason for withdrawal. For hard-copy filings submit a completed Checklist (Form 1C), and the original Certificate of Authority or an affidavit of lost Certificate of Authority (Form 15). All forms for the Corporate Amendment Application are located on the UCAA website. A cover letter may be included.

2. **Filing Fee** - Item 2 of the application.

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 Withdrawal Requirements chart located on the UCAA website. Submit a copy of the Applicant Company's check. For electronic filings, the fees should include a copy of the electronic Checklist, which includes the filing's tracking number.

3. **Statement of Withdrawal and Attachments** - Item 3 of the application

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

Include attachments to the Statement of Withdrawal.

4. **State-Specific Information** - Item 4 of the application

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can cancel a Certificate of Authority. Before completing a UCAA Corporate Amendment Application, the Applicant Company should review the listing of State-Specific Requirements for the application state.

Corporate Amendments Application Section XI
Filing Requirements (Statement of Voluntary Dissolution)

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

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

Table of Contents /Filing Requirements/Columns

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

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

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

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

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

3. Policyholder obligations or contingent liabilities

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

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

Report any other obligations that exist on the date of the signature on this form. Include taxes, fees, assessments, creditor obligations and any other unpaid charges that arise from that state or that are expected to arise from the operations of the entity or RRG in that state. Estimate the amount if the actual amount is not known.

5. State Deposit

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

Corporate Amendments Application Section XII
Filing Requirements (Uniform Consent to Service of Process)

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

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

The required form for the stand-alone Uniform Consent to Service of Process Application is located under the Corporate Amendment Application tab in the UCAA Forms Section on the UCAA website. The Form is in Word or Adobe PDF file format. The electronic stand-alone application is located under the Electronic Application link on the UCAA web site and requires a user ID and password to access.

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

Instructions

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

Table of Contents /Filing Requirements

1. Application Form and Attachments
2. Filing Fee
3. State-Specific Information

1. Uniform Consent to Service of Process Form - Item 1 of Application

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

2. Filing Fee - Item 2 of the application

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

3. State-Specific Information - Item 3 of the application

Some jurisdictions may have additional requirements that the Applicant Company must meet before the state can accept the amended Consent to Service of Process form. Before completing a UCAA Uniform Consent to Service of Process Application, the Applicant Company should review the listing of State-Specific Requirements for the application state.