



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
03/20/2020	202008000762	Conversion Within SOS Records (CVS)	99.00	100.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
DEANNE E. SCHAUSEIL
50 W. BROAD STREET
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
923138

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

AMERICAN STANDARD INSURANCE COMPANY OF OHIO

and, that said business records show the filing and recording of:

Document(s)

Conversion Within SOS Records

Effective Date: 03/19/2020

CHANGE BUSINESS TYPE TO FOREIGN FOR PROFIT

Document No(s):

202008000762



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
20th day of March, A.D. 2020.

Ohio Secretary of State

Form 700 Prescribed by:



Toll-Free: 877.707.3453
Central Ohio: 614.460.2910

Checklist

Instructions: See back of form.

File online or for more information: www.ohio.gov/secretaryofstate

Mail this form to one of the following:

Regular Filing (not expediting)
P.O. Box 1300
Columbus, OH 43216

Expedite Filing (Two business day processing time -
Requires an Additional \$700.00)

P.O. Box 1300
Columbus, OH 43216

Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

Filing Fee: \$99
Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

(1) ☒ **Converting Within The Records of the Ohio Secretary of State**

(2) ☐ **Converting Off The Records of the Ohio Secretary of State (187-V00)**

Name of the converting entity

American Standard Insurance Company of Ohio

Jurisdiction of Formation

OH

Charter/Registration Number

923138

The converting entity is a:
(Check Only (1) One Box)

- ☐ Domestic Nonprofit Corporation
- ☒ Domestic For-Profit Corporation
- ☐ Foreign Nonprofit Corporation
- ☐ Foreign For-Profit Corporation
- ☐ Domestic Nonprofit Limited Liability Company
- ☐ Foreign Nonprofit Limited Liability Company
- ☐ Domestic For-Profit Limited Liability Company
- ☐ Foreign For-Profit Limited Liability Company

- ☐ Partnership
- ☐ Domestic Limited Partnership
- ☐ Foreign Limited Partnership
- ☐ Domestic Limited Liability Partnership
- ☐ Foreign Limited Liability Partnership

RECEIVED
 SECRETARY OF STATE
 2020 MAR 19 PM 3:35
 CLIENT SERVICE CENTER

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.

Name of the converted entity	American Standard Insurance Company of Ohio
Jurisdiction of Formation	Wisconsin
The converted entity is a: (Check Only (1) One Box)	
☐ Domestic For-Profit Corporation	☐ Partnership
☐ Domestic Professional Association	☐ Domestic Limited Partnership
☐ Foreign Nonprofit Corporation	☐ Foreign Limited Partnership
☒ Foreign For-Profit Corporation	☐ Domestic Limited Liability Partnership
☐ Domestic Nonprofit Limited Liability Company	☐ Foreign Limited Liability Partnership
☐ Foreign Nonprofit Limited Liability Company	
☐ Domestic For-Profit Limited Liability Company	
☐ Foreign For-Profit Limited Liability Company	

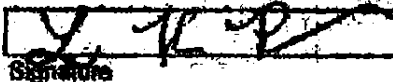
Effective Date (MM/DD/YYYY) (Optional)		(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)	
Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.			
Mary Ripp			
Name			
8000 American Parkway			
Mailing Address			
Madison	Wisconsin	53783	
City	State	Zip Code	

Required information that must accompany conversion certificate if box 2 is checked			
If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.			
Name of Statutory Agent			
Mailing Address			
	OH		
City	State	ZIP Code	

See instructions for additional filing requirements if
(1) the conversion creates a new domestic entity,
(2) the converted entity is a foreign entity that desires to transact business in Ohio; or
(3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required
Must be signed by an
authorized representative.


Signature

American Standard Insurance Company of Ohio

By (if applicable)

Lauren K. Powell

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

American Standard Insurance Company of Ohio

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215 * Only required for domestic for-profit corporations	Agency Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-468-2319 Overnight Address: P.O. Box 182413 Columbus, OH 43218-2413 Regular Address: P.O. Box 182413 Columbus, OH 43218-2413
Agency Ohio Department of Taxation Taxpayer Services/Tax Release Unit P.O. Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us * Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. * Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.	The corporation is not required to pay or the ☒ department of taxation has not assessed any personal property tax.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature

Title

Assistant Secretary

Lauren K. Powell

Name

6000 American Parkway

Mailing Address

Madison

City

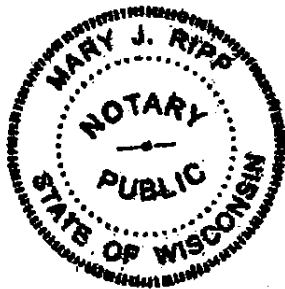
Wisconsin

State

53783

ZIP Code

Seal



Sworn to and subscribed in my presence on this date (MM/DD/YYYY)

03/18/2020

Notary Public

Date Commission Expires (MM/DD/YYYY)

02/08/2023

AFFIDAVIT OF PERSONAL PROPERTY

State of

Wisconsin

County of

Dane

Lauren K. Powell

Name of Officer

Assistant Secretary

Title of Officer

American Standard Insurance Company of Ohio

of

Name of Corporation

and that this affidavit is made in compliance with Ohio Revised Code Section 1701.86

That above-named corporation: (Check one (1) of the following)

☒ Has no personal property in any county in Ohio☐ Is the type required to pay personal property taxes to state authorities only☐ Has personal property in the following county (ies)

County

County

County

Signature

L. K. Powell

Title

Assistant Secretary

Sworn to and subscribed in my presence on this date (MM/DD/YYYY)

03/18/2020

Seal

*Mary J. Ripp*

Notary Public

Date Commission Expires (MM/DD/YYYY)

02/08/2023

Form 530A Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453
Central Office: 614.466.3910

OSD@ohio.gov

frank@ohio.gov

File online or for more information: www.ohio.gov

Mail this form to one of the following:

Regular Filing (Post expedite)
P.O. Box 999
Columbus, OH 43216

Expedite Filing (Two business days processing time.
Refund of additional \$500 fee)

P.O. Box 1000
Columbus, OH 43216

For more information, please contact the Ohio Secretary of State at 614.466.3910.

Foreign For-Profit Corporation Application for License

Filing Fee: \$99

(151-FLP)

Form Must Be Typed

The application is made to procure a ☒ Permanent License ☐ Temporary License (valid for six months)

Attach Certificate of Good Standing from the jurisdiction of formation (see instructions)

Name of Corporation **American Standard Insurance Company of Ohio**

(Name must match the name on the Certificate of Good Standing)

Assumed name under which the corporation will do business, if its corporate name is not available in Ohio
(Must attach "Resolution of Foreign Corporation to Qualify Under An Assumed Name" Form 591)

Under the Laws of the Jurisdiction of
(Jurisdiction of Formation)

WI

USA

State Country

Date of Incorporation in Jurisdiction of Formation

9/30/2016

Date of Incorporation

The location of the principal office is:

6000 American Parkway

Mailing Address

Madison

WI

USA

53783

City

State

Country

ZIP Code

If the principal office is located outside Ohio, provide a location in Ohio, if one exists.

Mailing Address

City

State

ZIP Code

A brief summary of the corporate purpose(s) to be exercised within Ohio

This for-profit stock insurance corporation, entity #923138, registered to do business in Ohio as a domestic insurance company on 11/21/1995. Effective 9/30/2016, the corporation re-domesticated from Ohio to Wisconsin. Therefore, this registration as a foreign for-profit corporation is being submitted as an attachment to the Certificate of for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State (Form 700) filed herewith.

Appointment of Agent

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio.

Corporation Service Company

Agent Name

60 West Broad Street, Suite 1830

Mailing Address

Columbus

City

Ohio

State

43218

ZIP Code

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- A. an agent is not appointed, or
- B. an agent is appointed but the authority of that agent has been revoked, or
- C. the agent cannot be found or served after the exercise of reasonable diligence.

Pursuant to Ohio Revised Code 1703.29(A), a foreign corporation may be required to pay an additional \$250 fee if the application is being made to enable the corporation to prosecute or defend a legal action. Please see the Ohio Revised Code or Instructions for more information.

- ☒ No, the corporation is not filing for this purpose and an additional fee is not included.
- ☐ Yes, the application is being filed for this purpose and the additional \$250 fee is included with the filing fee.

If yes then:

Pursuant to Ohio Revised Code 1703.29 (B), a foreign corporation that began transacting business in Ohio prior to 2009 without a license may be required to provide a certificate from the tax commissioner which states that the corporation has paid all franchise taxes which it should have paid had it qualified to do business in this state.

Did the corporation begin transacting business in Ohio prior to 2009 without obtaining a license?

- ☐ Yes, the Certificate of Tax Clearance from the tax commissioner is attached.
- ☒ No, the corporation began transacting business in 2009 or later, therefore, a Certificate of Tax Clearance is not required.

<u>Lauren K. Powell</u>		, being first duly sworn, deposes and says that he/she is the	
Name of Officer			
<u>Assistant Secretary</u>		of	<u>American Standard Insurance Company of OH</u>
Officer Title			Corporation
the corporation described in the foregoing application, and that the statements contained in said application are true and correct to best of my knowledge and belief.			
Name	<u>Lauren K. Powell</u>		
Signature	<u>[Signature]</u>		
Sworn before me and subscribed on	<u>3/12/2020</u>		
	Date		
	<u>Mary J. Ripp</u>		
	Notary Public		
NOTARY SEAL		Expiration Date of Notary's Commission	
		<u>2/8/2023</u>	
		Date	

Form 593 prescribed by:

Frank LaRocca
 City Secretary

Toll Free: 877.767.8453 | Central Ohio: 614.468.3810

Insurance: 1 Insurance Department

File online or for more information: www.ohio.gov

Verified Oath to Submit Foreign Corporation Application for License

Form Must Be Typed

Lauren K. Powell

Name of Officer

being first duly sworn, depose and says that he/she is the

Assistant Secretary

Officer Title

of

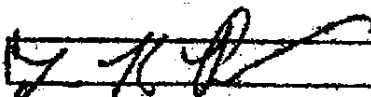
American Standard Insurance Company of Ohio
 Corporation

the corporation described in the foregoing application, and that the statements contained in said application are and correct to the best of my knowledge and belief.

Name

Lauren K. Powell

Signature



Sworn before me and subscribed on this date (MM/DD/YYYY)

03/12/2020

NOTARY SEAL

Mary J. Ripp
 Notary Public



AMERICAN STANDARD INSURANCE COMPANY OF OHIO
OFFICER'S CERTIFICATE

The undersigned hereby certifies as follows:

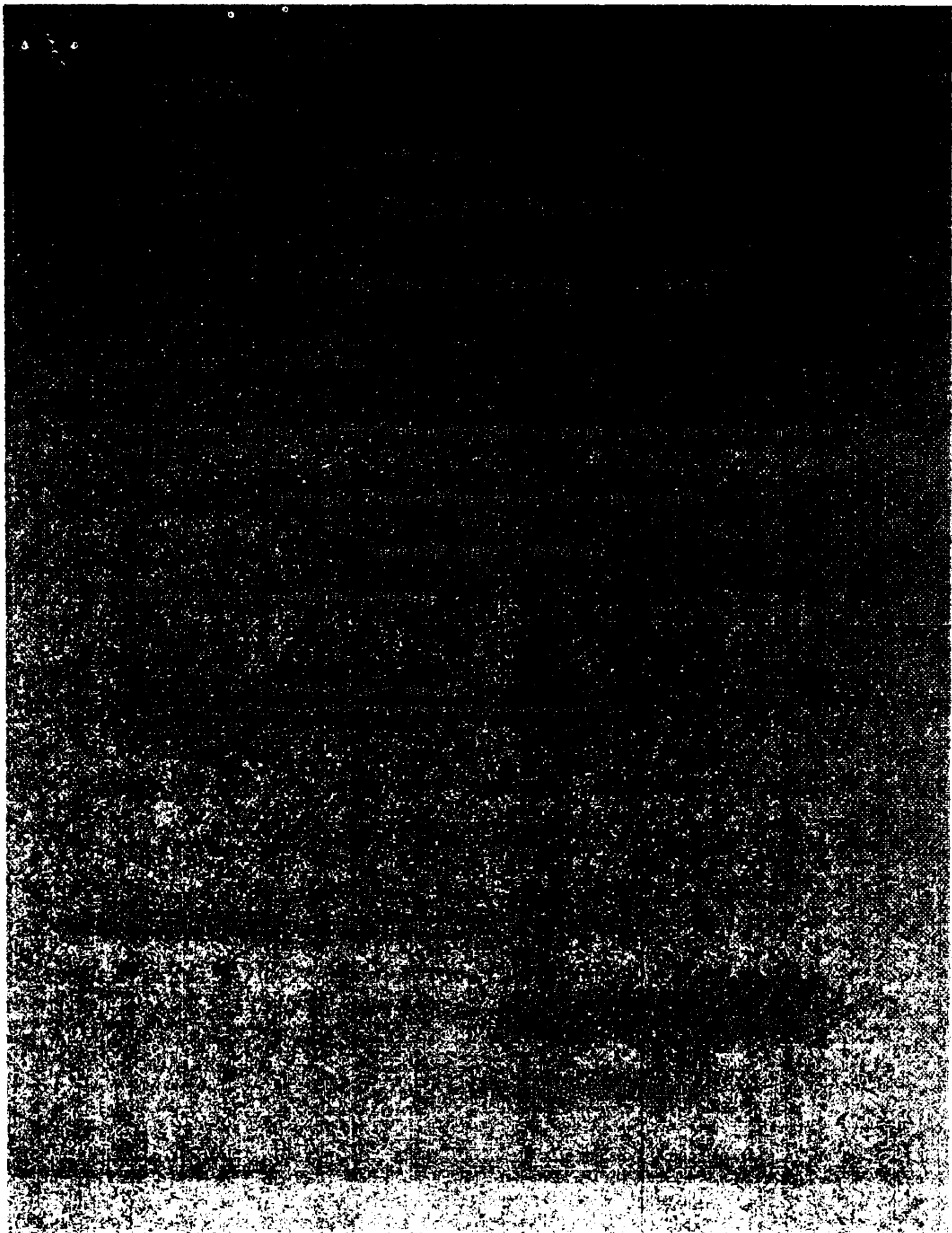
1. That she is the duly elected, qualified and acting Assistant Secretary of American Standard Insurance Company of Ohio, a stock insurance corporation (the "Company") that re-domesticated from Ohio to Wisconsin effective September 30, 2016.
2. That the Company desires to transact business in Ohio as a foreign corporation.
3. That the Company is registered with the Wisconsin Office of the Commissioner of Insurance (the "WIOCI"), that the Company is not required by the laws of the State of Wisconsin to register with the Wisconsin Secretary of State, and that the Company is not registered with the Wisconsin Secretary of State.
4. That the WIOCI does not issue "certificates of good standing," and that the Certificate of Compliance issued by the WIOCI attached hereto is the equivalent of a "certificate of good standing."
5. That to the best of her knowledge, the statements contained herein are true and correct in all material respects.
6. That pursuant to the Company's Bylaws, as amended, the undersigned has the power and authority to execute this certificate on behalf of the Company, and that she has so executed this certificate and set the seal of the Company, this 12th day of March, 2020.

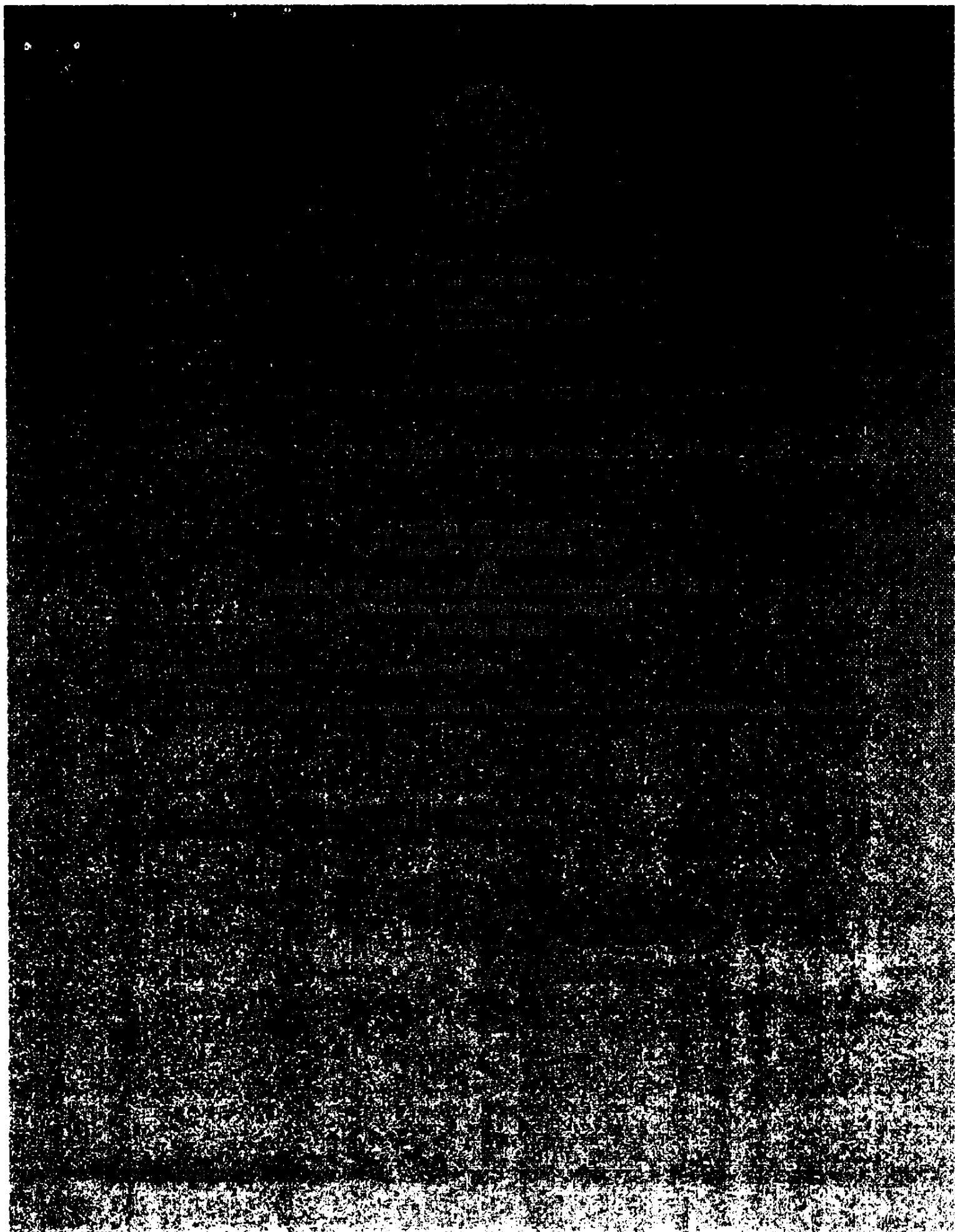


Lauren K. Powell
Assistant Secretary

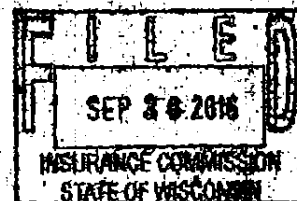
[SEAL]







**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**



OF

AMERICAN STANDARD INSURANCE COMPANY OF OHIO

(A Wisconsin Stock Insurance Corporation)

These Amended and Restated Articles of Incorporation have been duly adopted pursuant to the authority and provisions of Chapter 611 and 180 of the Wisconsin Statutes. These Amended and Restated Articles of Incorporation shall become effective upon the approval date of the redomiciliation of American Standard Insurance Company of Ohio from Ohio to Wisconsin by the Wisconsin Office of the Commissioner of Insurance and shall supersede and take the place of the existing Articles of Incorporation, and all amendments thereto of American Standard Insurance Company of Ohio.

ARTICLE I

Name: The name of the corporation is American Standard Insurance Company of Ohio (the "Corporation").

ARTICLE II

Purpose: The Corporation is organized for the purpose of insuring persons against any and all hazards which now are, or in the future may be, authorized or permitted for an insurance company under the laws of the State of Wisconsin, as such laws now exist or may hereafter be amended, and for any other purpose permitted under Chapter 611 of the Wisconsin Statutes, subject to the limitations set forth in Section 610.21 of the Wisconsin Statutes.

ARTICLE III

Authorized Stock: The aggregate number of shares which the Corporation shall have authority to issue is \$50, consisting of a single class designated as "Common Stock" and having a par value of Ten Thousand Dollars (\$10,000.00) per share.

ARTICLE IV

Registered Office and Registered Agent: The address of the registered office of the Corporation is 8040 Excelsior Drive, Suite 400, Madison, Wisconsin 53717. The name of the registered agent at that address is Corporation Service Company.

ARTICLE V

Action by Shareholders Without a Meeting: Any action required or permitted to be taken at a meeting of the Corporation's shareholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes

that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and such consent or consents are delivered to the Corporation, all in conformance with Wisconsin law.

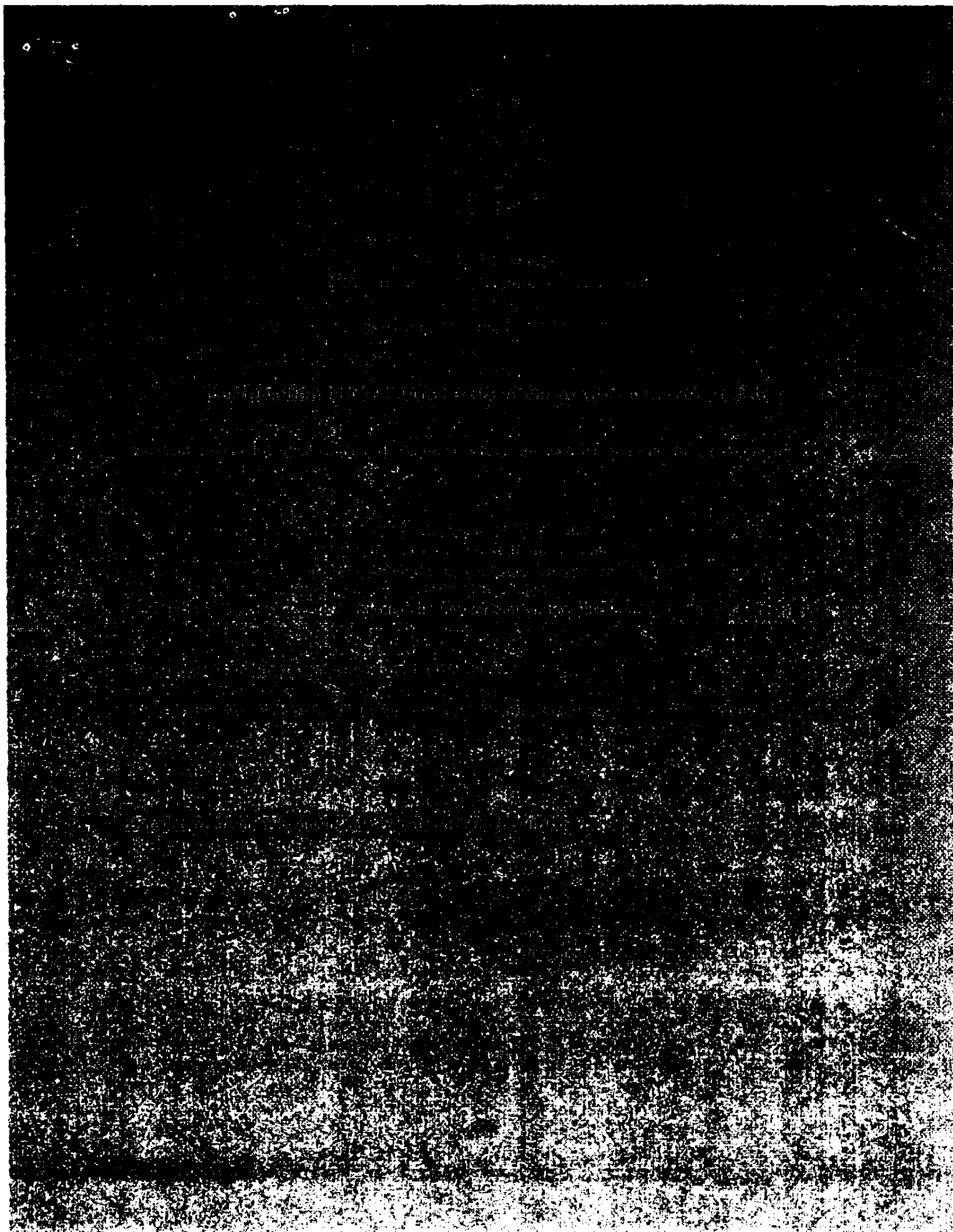
ARTICLE VI

Quorum and Voting Requirement for Shareholders: The Bylaws of the Corporation may provide for a greater or lower quorum requirement or a greater voting requirement for shareholders or voting groups of shareholders than is provided by applicable law.

Executed this 15th day of September, 2016.

By: William B. Westrate
William B. Westrate
President

Attest: David C. Holman
David C. Holman
Secretary



OFFICE OF THE COMMISSIONER OF INSURANCE (OCI)

STATE OF WISCONSIN

In the Matter of the Redomestication of
American Standard Insurance Company of Ohio
[NAIC No. 10387]

ORDER
Case No. 16-C41468

Respondent.

BEFORE THE HONORABLE THEODORE K. NICKEL
COMMISSIONER OF INSURANCE

FINDINGS OF FACT

1. American Standard Insurance Company of Ohio (the "Company"), presently domiciled in the State of Ohio, has applied to OCI for approval to redomesticate to Wisconsin pursuant to s. 611.223, Wis. Stat. and s. Ins 6.03, Wis. Adm. Code. The Company currently has a certificate of authority to conduct the business of insurance in the State of Wisconsin.
2. The Company's principal place of business is 8000 American Parkway, Madison, WI, 53783-0001, and the telephone number is (808) 249-2111.
3. The application for redomestication has met all of the required contents set forth in s. Ins. 6.03 (3), Wis. Adm. Code.
4. No evidence has been submitted that the proposed transfer of domicile is inconsistent with the interests of the Company's insureds and of the public.

CONCLUSION OF LAW

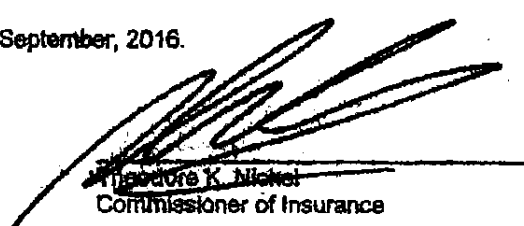
5. The application for redomestication to Wisconsin complies with the requirements set forth in s. 611.223, Wis. Stat. and s. Ins 6.03, Wis. Adm. Code.

ORDER

NOW, THEREFORE, based upon the findings of fact and conclusion of law, it is hereby ordered that:

6. The redomestication of the Company from Ohio to Wisconsin is approved as of the date below.
7. The Company will be issued an amended certificate of authority that shows that it is domiciled in the State of Wisconsin.
8. The transfer of the Company's place of domicile does not affect the obligations of the insurer under its existing insurance contracts, or any existing contracts.

Dated at Madison, Wisconsin, this 30th day of September, 2016.


Theodore K. Nickel
Commissioner of Insurance