

Clerk's Office
State Corporation Commission
1300 E. Main Street
Richmond, Virginia 23219

Please file the attached documents.

Special Instructions:

Please send evidence to CLS-VAEvidence@wolterskluwer.com.

If there are any problems with the filing, please call us at (804) 217-7255.

Thank you,

Katie E. Bush

Katie E. Bush
CT Corporation System
Richmond Fulfillment Office

4701 Cox Road
Suite 285
Glen Allen, VA 23060
804-217-7255
CLS-VAEvidence@wolterskluwer.com



Application for Certificate of Authority to Transact Business in Virginia as a Foreign Corporation

I The corporation's name: NORCAL Insurance Company

The designated name (if required): _____

The state or other jurisdiction of incorporation: California

The original date of incorporation: 9/18/1975 The period of duration is perpetual or expires on: _____

(If applicable, mark box and provide additional information on an attachment. See Instructions for requirements.)

The corporation was previously authorized or registered to transact business in Virginia as a foreign entity.

II The post office address, including the street and number, of the corporation's principal office is

575 Market Street Suite 1000 San Francisco CA 94105
(number/street) (city or town) (state) (zip)

III The name of the corporation's registered agent in VIRGINIA: C T Corporation System

The registered agent is: (Mark appropriate box.)

- (1) an individual who is a resident of Virginia and OR (2) a Virginia or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.
- an officer of the corporation.
 a director of the corporation.
 a member of the Virginia State Bar.

IV A. The corporation's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

4701 Cox Road, Suite 285 Glen Allen VA 23060
(number/street) (city or town) (zip)

B. The registered office is physically located in the county or city of Henrico

V The corporation's officers are: **List additional officers on an attachment.**

Name	Title	Business Address
See attached.		
Name	Title	Business Address

VI The corporation's directors are: **List additional directors on an attachment.**

Name	Business Address
See attached.	
Name	Business Address

VII The number of shares the corporation is authorized to issue is: **List additional stock, itemized by class, on an attachment.**

<u>8,800,000</u>	<u>Common Stock</u>		
Number	Class	Number	Class

Signature

Signed in the name of the foreign corporation by:

Kathryn A. Neville 8/30/2021 _____
Signature Date Tel. # (optional)
Kathryn A. Neville Secretary _____
Printed Name Title Email Address (optional)

Business Tel. # (optional) Business Email Address (optional)

Required Fees: See instructions for calculating

**ATTACHMENT TO VIRGINIA APPLICATION FOR CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS FOR
NORCAL INSURANCE COMPANY**

I. The corporation was previously authorized to transact business in Virginia as a foreign enty.

Previous Name: NORCAL Mutual Insurance Company
Previous State ID: F1853599
Previous Entity Type: Nonstock Corporation
Previous Domestic State: California

V. Officers

<u>Name</u>	<u>Title</u>
Edward L. Rand, Jr.	Chairman
Michael L. Boguski	President
Dana S. Hendricks	Chief Financial Officer/Treasurer
Kathryn A. Neville	Secretary
Jeffrey P. Lisenby	Assistant Treasurer/Assistant Secretary
Robert D. Francis	Executive Vice President
Kellie N. Sorenson	Senior Vice President, Chief Legal Counsel
Lawrence K. Cochran	Vice President
W. Johnathan Daniel	Vice President/Assistant Treasurer
Dennis A. Meisel	Vice President, Finance & Controller

The business address of each of the officers is: 575 Market Street, Ste. 1000, San Francisco, CA 94105.

VI. Directors

- Edward L. Rand, Jr.
- Dana S. Hendricks
- Michael L. Boguski
- Jeffrey P. Lisenby
- Robert D. Francis

The business address of each of the directors is: 575 Market Street, Ste. 1000, San Francisco, CA 94105.

NGTD

A 0854848

EFFECTIVE DATE

MAY 05 2021 C0754177

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORCAL MUTUAL INSURANCE COMPANY

FILED LBO
Secretary of State
State of California
MAY 04 2021 CHT

The undersigned hereby certify that:

1. They are the duly elected and acting President and Chief Executive Officer, and Senior Vice President, Chief Legal Officer, Corporate Secretary and Chief Compliance Officer, respectively, of Norcal Mutual Insurance Company, a California corporation (the "*Corporation*").
2. The Amended and Restated Articles of Incorporation of this Corporation are hereby amended and restated to read as follows:

ARTICLE I

The name of the corporation is NORCAL INSURANCE COMPANY (the "*Corporation*").

ARTICLE II

These Amended and Restated Articles of Incorporation shall be effective on May 5, 2021.

- A. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.
- B. The business of the Corporation is to be an insurer subject to the provisions of the California Insurance Code (the "*Code*").
- C. The Corporation is authorized to transact within California, subject to the provisions of its California Certificate of Authority, the following classes of insurance: Fire, Marine, Plate Glass, Liability, Boiler and Machinery, Burglary, Sprinkler, Team and Vehicle, Automobile, and Miscellaneous, as such classes are now or may hereafter be defined in the Code.

ARTICLE III

The Corporation is authorized to issue only one class of shares, to be designated "*Common Stock*." The total number of shares of Common Stock that the Corporation shall have authority to issue is 8,800,000 at a par value of \$0.54 per share.

ARTICLE IV

- A. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. The Corporation shall indemnify and hold harmless any officer, director or agent of the Corporation to the fullest extent permissible under California law.

C. Any repeal or modification of the foregoing provisions of this Article IV by the shareholders of the Corporation shall not adversely affect any right or protection of any officer, director or agent of the Corporation existing at the time of such repeal or modification.

ARTICLE V

The ownership interest of each member of the Corporation shall be extinguished upon the effective date of the conversion of the Corporation from a mutual insurance corporation to a stock insurance corporation, as consented to by the Insurance Commissioner of the State of California.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of the Articles of Incorporation has been approved by the required vote of policyholders of the Corporation in accordance with Section 4097.02(c) of the Code. As a mutual insurance company, the corporation issues no shares of stock. The total number of policyholders of the corporation is 14,609. However, the number of votes in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was more than 50 percent.

[signature page follows]

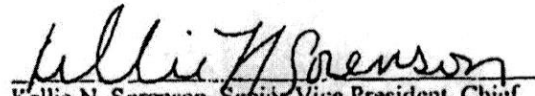
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We further declare under penalty of perjury under the laws of the State of California that the matters set out in the foregoing Amended and Restated Articles of Incorporation are true and correct of our own knowledge.

Dated: May 3, 2021



Theodore Scott Diener, President and Chief
Executive Officer



Kellie N. Sorenson, Senior Vice President, Chief
Legal Officer, Corporate Secretary and Chief
Compliance Officer

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No. 2204-6

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
OAKLAND

Certificate of Authority

THIS IS TO CERTIFY *that, pursuant to the Insurance Code of the State of California,*

NORCAL Insurance Company

of California, organized under the laws of California, subject to its Articles of Incorporation or other fundamental organizational documents, is hereby authorized to transact within this State, subject to all provisions of this Certificate, the following classes of insurance:

Fire, Marine, Plate Glass, Liability, Boiler and Machinery,

Burglary, Sprinkler, Team and Vehicle, Automobile, and Miscellaneous

as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in full compliance with all, and not in violation of any, of the applicable laws and lawful requirements made under authority of the laws of the State of California as long as such laws or requirements are in effect and applicable, and as such laws and requirements now are, or may hereafter be changed or amended.

IN WITNESS WHEREOF, *effective as of the 5th day of May, 2021,*
I have set my hand and caused my official seal to be affixed this
30th day of April, 2021.

Fee: \$ 4656.00

Rec. No.

Filed: 4/23/2020

Ricardo Lara
Insurance Commissioner

By

Carol Frair
Carol Frair
for Catalina Hayes-Bautista
Insurance Chief Deputy

NOTICE:

Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly after issuance of this Certificate of Authority. Failure to do so will be a violation of Insurance Code section 701 and will be grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the conditions contained herein.

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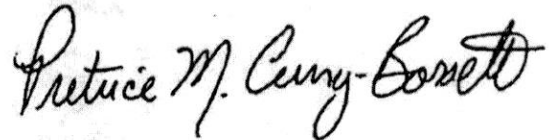
STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE

San Francisco

I, RICARDO LARA, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name **NORCAL Insurance Company**, a California corporation has been approved and reserved in California as a name change for **NORCAL Mutual Insurance Company** for a period of 90 days from the date herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year specified below.

RICARDO LARA
Insurance Commissioner



By

Pretrice M. Curry-Bossett
Senior Legal Analyst
On Behalf of
Catalina Hayes-Bautista
Chief Deputy Commissioner
April 29, 2021

A California corporation must attach this Certificate to its Articles of Incorporation (Amendment) filed with the California Secretary of State.

Note: This Certificate does not authorize the subject entity to transact business in California unless and until an Amended Certificate of Authority or License has been issued.



I hereby certify that the foregoing transcript of 5 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUL 02 2021

Shirley N. Weber

SHIRLEY N. WEBER, Ph.D., Secretary of State

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, SEPTEMBER 10, 2021

The State Corporation Commission has found the accompanying application for a certificate of authority to transact business in Virginia submitted on behalf of

NORCAL INSURANCE COMPANY

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN
VIRGINIA**

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective September 10, 2021.

The corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink that reads "Angela Navarro". The signature is written in a cursive style with a long horizontal stroke extending to the right.

Angela L. Navarro
Commissioner