

# Public Records Package

Articles of Incorporation

Applicant Name: Contractors Bonding and Insurance Company

NAIC No. 37206

FEIN: 91-1082952

**Item 12. Public Records Package.**

Contractors Bonding and Insurance Company is submitting:

12(a) Articles of Reorganization

12(b) Amended and Restated Bylaws

Item 12 (c) can be found within Items 15 and Item 16

Item 12(d) can be found within Item 18

Copies of Board Resolutions approving the Articles and Bylaws are also included in this tab.

\*Contractors Bonding and Insurance Company is currently submitting unsigned copies of all of these documents. Fully executed copies will be forthcoming shortly.

UNANIMOUS ACTION OF  
THE SOLE SHAREHOLDER AND BOARD OF DIRECTORS OF  
CONTRACTORS BONDING AND INSURANCE COMPANY  
IN LIEU OF A SPECIAL MEETING

Data Staff and Service Co. ("DSS"), being the sole shareholder and all the Directors of Contractors Bonding and Insurance Company, a Washington corporation ("Corporation"), pursuant to Sections 23B.07.040 and 23B.08.210 of the Washington Business Corporation Act, and in lieu of a special meeting, do hereby take the following actions:

**WHEREAS**, the Corporation, a wholly-owned subsidiary of DSS, is a Washington-domiciled insurance company.

**WHEREAS**, for regulatory efficiency, DSS and the Board of the Corporation believes it to be in the best interests of the Corporation and its Shareholders to redomesticate the Corporation to Illinois and to become an Illinois-domiciled insurance company ("Redomestication").

**WHEREAS**, the Corporation desires to reorganize under Article XII Act 5 of the Illinois Insurance Code.

**RESOLVED**, the Redomestication is hereby approved; and

**FURTHER RESOLVED**, the Articles of Reorganization, a copy of which are attached hereto, be the same are hereby adopted and approved; and

**FURTHER RESOLVED**, the Articles of Reorganization and all necessary and proper documents shall be filed with the Illinois Department of Insurance and the Washington Office of the Insurance Commissioner for approval;

**FURTHER RESOLVED**, upon the filing of the Articles of Reorganization with the Illinois Department of Insurance and the Washington Office of the Insurance Commissioner and approval of the same, the Corporation be designated as a "domestic

admitted insurer" authorized to transact the kinds of insurance as set forth under Clauses (b), (c), (e), (f), (g), (h), (i), and (j) in Class 2 and Clauses (a) through (h) in Class 3 of Section 4 of the Illinois Insurance Code; and

**FURTHER RESOLVED**, upon the filing of the Articles of Reorganization with the Illinois Department of Insurance and the Washington Office of the Insurance Commissioner, and approval of the same, the Articles of Reorganization and Bylaws of the Corporation be amended and restated to reflect the reorganization to Illinois, a copy of which is attached hereto; and

**FURTHER RESOLVED**, the proper officers of DSS and this Corporation be and the same hereby are authorized and directed to execute and deliver any instrument, undertaking, assurance, consent, certificate, assignment, agreement or other instrument, and to amend thereto, and to do all such acts for and in the name on behalf of this Corporation as may be necessary or convenient in order to carry out the intent and purposes of the foregoing resolution.

Dated: September \_\_, 2014

Data and Staff Service Co.,

By: \_\_\_\_\_  
Jonathan E. Michael, Chairman & CEO

\_\_\_\_\_  
Jonathan E. Michael

Being the sole Shareholder of Contractors  
Bonding and Insurance Company, a Washington  
corporation

\_\_\_\_\_  
Craig W. Kliethermes

\_\_\_\_\_  
Michael J. Stone

\_\_\_\_\_  
Jeffrey D. Fick

\_\_\_\_\_  
Todd W. Bryant

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**Thomas L. Brown**

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**Donald J. Driscoll**

**Being all the Directors of  
Contractors Bonding and Insurance  
Company, a Washington corporation**

UNANIMOUS ACTION OF  
AND THE SOLE SHAREHOLDER OF  
DATA AND STAFF SERVICE CO.  
IN LIEU OF A SPECIAL MEETING

RLI Insurance Company ("RLI"), being the sole shareholder of Data and Staff Service Co., a Washington corporation ("DSS"), pursuant to Sections 23B.07.040 and 23B.08.210 of the Washington Business Corporation Act, and in lieu of a special meeting, do hereby take the following actions:

**WHEREAS**, Contractors Bonding and Insurance Company ("Corporation"), a wholly-owned subsidiary of DSS is a Washington-domiciled insurance company.

**WHEREAS**, for regulatory efficiency, RLI believes it to be in the best interests of the Corporation and its Shareholders to redomesticate the Corporation to Illinois so as to become an Illinois-domiciled insurance company ("Redomestication").

**WHEREAS**, the Corporation desires to reorganize under Articles XII Act 5 of the Illinois Insurance Code.

**RESOLVED**, the Redomestication is hereby approved; and

**FURTHER RESOLVED**, the Articles of Reorganization, a copy of which are attached hereto, be the same are hereby adopted and approved; and

**FURTHER RESOLVED**, the Articles of Reorganization and all necessary and proper documents shall be filed with the Illinois Department of Insurance and the Washington Office of the Insurance Commissioner for approval;

**FURTHER RESOLVED**, upon the filing of the Articles of Reorganization with the Illinois Department of Insurance and the Washington Office of the Insurance Commissioner and approval of the same, the Corporation be designated as a "domestic admitted insurer" authorized to transact the kinds of insurance as set forth under

Clauses (b), (c), (e), (f), (g), (h), (i), and (j) in Class 2 and Clauses (a) through (h) in Class 3 of Section 4 of the Illinois Insurance Code; and

**FURTHER RESOLVED**, upon the filing of the Articles of Reorganization with the Illinois Department of Insurance and the Washington Office of the Insurance Commissioner and approval of the same, the Articles of Reorganization and Bylaws of the Corporation be amended and restated to reflect the reorganization to Illinois, a copy of which is attached hereto; and

**FURTHER RESOLVED**, the proper officers of RLI, DSS and the Corporation be and the same hereby are authorized and directed to execute and deliver any instrument, undertaking, assurance, consent, certificate, assignment, agreement or other instrument, and to amend thereto, and to do all such acts for and in the name on behalf of this Corporation as may be necessary or convenient in order to carry out the intent and purposes of the foregoing resolution.

Dated: September \_\_, 2014

RLI Insurance Company,

By: \_\_\_\_\_  
Jonathan E. Michael, Chairman & CEO

Being the sole Shareholder of Data Staff  
Service Co., a Washington corporation

**ARTICLES OF REORGANIZATION  
OF  
CONTRACTORS BONDING AND INSURANCE COMPANY**

The undersigned, being the President and Secretary of Contractors Bonding and Insurance Company, for the purpose of re-domesticating Contractors Bonding and Insurance Company from the State of Washington to the State of Illinois pursuant to the provisions of Article XII of the Illinois Insurance Code, hereby execute the following Articles of Reorganization:

**ARTICLE I**

**NAME:** The name of the corporation shall be Contractors Bonding and Insurance Company.

**ARTICLE II**

**INCORPORATION:** The corporation was originally incorporated on September 24, 1979, under the Washington Business Corporation Act. The corporation desires to reorganize and exist under the Illinois Insurance Code.

**ARTICLE II**

**PRINCIPAL OFFICE:** The principal office of the corporation shall be located in the City of Peoria, County of Peoria, State of Illinois.

**ARTICLE III**

**DURATION:** The period of duration of the corporation shall be perpetual.

**ARTICLE IV**

**OBJECT AND KIND OF INSURANCE:** The object of the corporation and the purpose for which it is formed is to make contracts of insurance and to reinsure and accept reinsurance for the kinds of insurance as set forth under Clauses (b), (c), (e), (f), (g), (h), (i), and (j) in Class 2 and Clauses (a) through (h) in Class 3 of Section 4 of the Illinois Insurance Code.

**ARTICLE V**

**DIRECTORS:**

(A) The corporate powers of the corporation shall be exercised by and its business affairs shall be under the control of a Board of Directors consisting of not less than three (3) nor more than twenty-one (21) natural persons and who are at least 18 years of age and at least three of whom are residents in this state. The number of directors shall be as provided in the By-Laws of this corporation.

(B) In all elections for directors, every shareholder has the right to vote in person or by proxy, for the number of shares owned by him or her, for as many persons as there are Directors to be elected.

#### ARTICLE VI

(A) The amount of authorized capital of the corporation shall be \$10,000,000; the aggregate number of common shares that the corporation shall have authority to issue without further amendment of this Article shall be 1,000,000; the par value of each common share shall be \$10.00; and the number of outstanding common shares are 300,000.

(B) The Board of Directors shall have the power by appropriate resolution to authorize the issuance or sale at any time or from time to time of the whole of or any part of said 1,000,000 authorized but unissued common shares as additions to paid-up capital pursuant to one or more permits issued at any time or from time to time by the Director of Insurance of the State of Illinois.

(C) No holder of shares of the corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of the corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares which may at any time be issued, sold or offered for sale by the corporation.

#### ARTICLE VII

BY-LAWS: The Board of Directors shall adopt By-Laws for the corporation which may be thereafter altered, amended or repealed by the Board of Directors. All provisions related to the mode or manner in which the corporate powers are to be exercised shall be provided in the By-Laws.

IN WITNESS WHEREOF, the undersigned insurance corporation has caused these Articles of Reorganization to be executed in its name by its President, COO and Corporate Secretary and its corporate seal to be hereto affixed this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

CONTRACTORS BONDING AND INSURANCE COMPANY

By: \_\_\_\_\_

Michael J. Stone  
Its President & COO

By: \_\_\_\_\_

Jean M. Stephenson  
Its AVP, Corporate Secretary

Approved this \_\_\_\_ day of \_\_\_\_\_, 2014.

STATE OF ILLINOIS     )  
                                  )SS  
COUNTY OF PEORIA    )

Personally appeared before me, a Notary Public, in and for said County and State, MICHAEL J. STONE, President & COO and JEAN M. STEPHENSON, AVP/Corporate Secretary who are known to me to be the same persons who executed the foregoing instrument in writing, and duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_

Notary Public

My Commission Expires:

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