

## **Amend Certificate of Authority or License – Redomestication**

Instructions for filing an application to amend the Certificate or Authority or License to reflect the redomestication of an admitted insurer.

Submit the following to the California Department of Insurance, Corporate Affairs Bureau, 1901 Harrison Street, 6<sup>th</sup> Floor, Oakland, CA 94612.

### **1. Application/Fee**

[Application for Amended Certificate of Authority](#) form or the NAIC's Application to Amend Certificate of Authority (Form 2C) form must be completed, executed, and notarized. Please see the [Schedule of Fees and Charges](#) for the current filing fee [CIC § 705]. If the redomestication involves relocating to or from California, there is an additional fee [CIC § 709.5(d)]. Other fees may also be applicable. The appropriate fee(s) must accompany the application.

### **2. Declaration of Officer**

Provide a declaration by a senior executive officer of the company, given under penalty of perjury of the laws of California, setting forth full details of the redomestication [CIC § 709.5(c)], including:

- (a) the reason for redomesticating;
- (b) the intended or otherwise anticipated changes in the applicant's plan of operation and financial position, caused by or as a result of the redomestication;
- (c) the plans to inform existing policyholders and producers of the redomestication; and also,
- (d) if the redomestication is to California:
  - (1) the address in this state for the principal place of business;
  - (2) an explanation of the applicant's examination status, including whether any state or jurisdiction in which the applicant is transacting insurance is currently examining it, or whether notice of intent to examine has been received, and if so, the reason for the examination;
  - (3) the plans to comply with California Insurance Code Sections 1100 and 1104.9, the California Holding Company Act filing requirements (CIC §§ 1215.4, 1215.5; note also §§ 1215.1, 1104.2-8, and 1140.5), the California investment laws (CIC §§ 1170-1212, 1240-1241), and the California dividend law (CIC § 1152);
  - (4) the plans to surrender to the California Secretary of State the applicant's Certificate of Qualification as a foreign insurer (Cal. Corp. Code § 2112); and
  - (5) the plans to cancel the applicant's appointment of agent for service of process as a foreign admitted insurer (CIC § 1600)

### **3. Other State Approval/Authority**

Provide a copy of the approval given by each state whose approval is necessary to accomplish the redomestication. The copy must show the date of filing or recording of the original and be certified by the state official which granted approval, or the state custodian of the original. If an approval is not yet available, indicate the status of the request, and the anticipated approval date. Additionally, provide citations to the enabling redomestication statutes from each state.

### **4. Articles of Incorporation**

Provide a copy of the Articles of Incorporation which reflect the change in domicile, certified by the state custodian of the original [CIC § 714]. (If the relocation is to California, provide a copy of the Articles proposed to be filed with the California Secretary of State.) Please see the Amendments to Articles of Incorporation fee category on the [Schedule of Fees and Charges](#)

### **5. By-Laws**

If the redomestication results in a change to the by-laws, provide a copy of the amended by-laws, certified by a corporate officer. If the by-laws are unchanged, please so state.

### **6. Board Approval**

Provide a copy, certified by a corporate officer, of the board resolution which authorizes both the redomestication and the performance of all acts necessary to effectuate it.

### **7. Return of Certificate of Authority**

Return the current Certificate of Authority for reissuance to reflect the new domicile. Otherwise, submit an [Affidavit of Lost Certificate of Authority](#) or License form.

### **8. Agent for Service of Process**

If the applicant is a California domestic proposing to redomesticate to another state, the applicant must appoint a California resident to serve as an agent for service of process. ([Appointment of Agent for Service of Process](#) - CIC §1600, et seq.) Refer to the [Schedule of Fees and Charges](#) (*Please note that Appointment of an individual with a California address preferably with an established place of business, who can be readily located and served with notices, legal process and papers is mandatory. Do not appoint the Insurance Commissioner or a corporation. Company's execution must be acknowledged. Date of agent's acceptance must be on or after the appointment/execution date*).

For foreign insurer, confirm the company's appointed California agent for service of process. If there is a change, a new Appointment form ([Appointment of Agent for Service of Process](#)) should be submitted and properly executed, with check payable to the Department of Insurance (Refer to the [Schedule of Fees and Charges](#))

## **9. Name Change Application/Endorsement**

If a name change is involved, or if the applicant is redomesticating to California and has been operating in California under a d/b/a, a separate Application to Amend Certificate of Authority to obtain approval of the new name must be filed. [CIC § 881] ([Amend Certificate of Authority or License](#)) A copy of the proposed name change endorsement should be filed with the redomestication application.

## **10. Biographical/Organizational Affidavits**

If the redomestication is to California, or if the redomestication involves a change of ownership, provide an organizational affidavit along with biographical affidavits and fingerprint cards from applicant's officers, directors and key managerial personnel. Forms and fee information may be obtained by telephoning the CDI Corporate Affairs Bureau at (415) 538-4035.

Please note that California Corporations Code Sections 2105-06 require redomesticated foreign corporations to re-qualify. For information regarding requalification, contact the California Secretary of State at 1230 J Street, Sacramento, CA 95814, or (916) 445-0620. If no name change is involved, upon approval of the redomestication application by the Department of Insurance, the applicant will be provided with the name approval document it needs to re-qualify with the Secretary of State (or to file articles of incorporation if redomesticating to California).

If the redomestication is to be accomplished by a merger, California Insurance Code Section 1011(c) requires the filing of an Application for Approval of [Merger](#) Pursuant to Redomestication. If the surviving company is not an admitted insurer, the merger application must be accompanied by an [Application for a Certificate of Authority](#).