



**Francine Giani**  
*Executive Director*  
Department of Commerce

**Gary Herbert**  
*Governor*  
State of Utah

**Kathy Berg**  
*Director*  
Division of Corporations  
& Commercial Code

**STATE OF UTAH**  
**DEPARTMENT OF COMMERCE**  
***DIVISION OF CORPORATIONS & COMMERCIAL CODE***  
**CERTIFICATE OF REGISTRATION**

CORPORATE AGENT SERVICES, LLC  
**EXCESS INSURANCE ORGANIZATION, INC.**  
60 EAST SOUTH TEMPLE STE 1800  
SALT LAKE CITY UT 84111

Access Code  
Code: 5597141



State of Utah  
Department of Commerce  
Division of Corporations & Commercial Code

**CERTIFICATE OF REGISTRATION**

**Corporation - Domestic - Non-Profit**

This certifies that **EXCESS INSURANCE ORGANIZATION, INC.** has been filed and approved on **June 24, 2016** and has been issued the registration number **9853636-0140** in the office of the Division and hereby issues this Certification thereof.

KATHY BERG  
Division Director

**EXPEDITE**

Date: 06/24/2016  
Receipt Number: 6476148  
Amount Paid: \$105.00



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JUN 24 2016

Utah Div. of Corp. & Comm. Code

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**ARTICLES OF INCORPORATION  
OF  
EXCESS INSURANCE ORGANIZATION, INC.**

THE UNDERSIGNED, acting as the incorporators of a nonprofit corporation under the Utah Revised Nonprofit Corporation Act, Chapter 6a of Title 16 of the Utah Code of 1953, as amended (hereinafter called the "Act"), hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is: Excess Insurance Organization, Inc.

**ARTICLE II - DURATION**

The period of this corporation's duration is perpetual.

**ARTICLE III - PURPOSES AND POWERS**

This corporation is organized to be a pure captive insurance company under the Captive Insurance Companies Act, Chapter 37 of Title 31A of the Utah Code of 1953, as amended. The corporation shall have and exercise all powers necessary or convenient for the carrying out of any or all of the purposes for which it is organized.

The purpose of the corporation is to provide insurance or reinsurance solely for its member, CSAC Excess Insurance Authority, a California Joint Powers Authority, which is itself a government under Section 115(1) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the "Code"). By so doing the corporation provides an essential governmental function within the meaning of Section 115(1) of the Code. Furthermore, the corporation is formed exclusively for purposes for which a corporation may be formed under the Utah Revised Nonprofit Corporation Act, and not for pecuniary profit or financial gain. The net earnings of the corporation may accrue only to CSAC Excess Insurance Authority or, if said organization ceases to exist or to qualify as an entity which may exclude its income from gross income under Section 115 of the Code, to one or more state or local government, political subdivisions thereof, or entities which may exclude its income from gross income under Section 115 of the Code. The corporation itself is intended to qualify as such an entity. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons or organizations, except that the corporation shall be authorized and empowered to pay reasonable compensation for

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certified that the foregoing has been filed  
and approved on this 24 day of JUN 20 16  
In this office of this Division and hereby issued  
This Certificate thereof.  
Examiner VHS Date 6/27/16  
  
Kathy Berg  
Kathy Berg  
Division Director

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services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III.

**ARTICLE IV – MEMBERS AND STOCK**

4.1 Number of Shares. The aggregate number of shares of capital stock which this corporation shall be authorized to issue is one hundred (100) with zero (\$0) par value.

4.2 Classification; Rights and Preferences. All shares of capital stock of this corporation shall be of the same class, voting common, and shall have the same rights and preferences.

4.3 Stock Not Assessable. Fully paid shares of capital stock of this corporation shall not be liable to any call and shall be nonassessable.

4.4 Members. The stockholders shall be the voting members of the corporation, and membership shall be maintained only through the acquisition and holding of stock in the corporation.

**ARTICLE V - REGISTERED AGENT  
AND REGISTERED OFFICE**

The name of the corporation’s Registered Agent is Corporate Agent Services, LLC. The street address of the Registered Agent of the corporation is 1800 Eagle Gate Tower, 60 East South Temple, Salt Lake City, Utah 84111. If, at any time the corporation’s registered agent has resigned, the agent’s authority has been revoked, or the agent cannot be found or served with the exercise of reasonable diligence, then the Commissioner of the Utah Department of Insurance will be appointed as the agent of the corporation for service of process.

**ARTICLE VI - DIRECTORS**

The corporation may have not less than three (3) members of the board of directors, with the exact number to be determined in accordance with the corporation’s Bylaws. The number of directors constituting the initial board of directors of this corporation shall be seven (7). The names and addresses of the members of the initial board of directors, who are to serve as directors until their successors are elected and qualified, are as follows:

Michael Fleming

75 Iron Point Circle, Suite 200  
Folsom CA 95630

Scott Schimke	P.O. Box 706 Willows, CA 95988
Barbara Lubben	125 12th Street, 3rd Floor Oakland CA 94607
Stephen Underwood	701 Roskilde Road Solvang CA 93463
Darrel Pyle	319 N. Douty Street Hanford, CA 93230
Gina Dean	75 Iron Point Circle, Suite 200 Folsom CA 95630
Lorin C. Barker	50 E. South Temple, Suite 400 Salt Lake City, Utah 84111

**ARTICLE VII - LIMITATION OF DIRECTORS' LIABILITY**

7.1 Limitation of Directors' Liability. To the fullest extent permitted by the Act, as the same now exists or may hereafter be amended, no director of this corporation shall be personally liable to this corporation or its shareholders for monetary damages for any action taken or any failure to take any action, as a director, except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; or (iii) an intentional violation of criminal law.

7.2 Amendment or Repeal of Limitation. Any amendment or repeal of this Article VII or the adoption of any other provision of the Articles of Incorporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or failure to act, by a director of this corporation prior to such amendment, repeal, or other provision becoming effective.

**ARTICLE VIII – DISTRIBUTION ON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of the assets of the corporation to CSAC Excess Insurance Authority, a California Joint Powers Authority, or if said organization ceases to exist or to qualify as an entity which may exclude its income from gross income under Section 115 of the Code, to a state or local

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government, political subdivision thereof, or entity which may exclude its income from gross income under Section 115 of the Code, exclusively for the purposes of the corporation, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of Utah of the county in which the principal office of the Corporation is then located, exclusively for such purposes to one or more state or local government, political subdivisions thereof, or entity which may exclude its income from gross income under Section 115 of the Code, as said Court shall determine to best accomplish the exempt purposes of the corporation.

**ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees and agents as provided in its Bylaws.

**ARTICLE X - INCORPORATORS**

The name and address of the incorporators of this corporation are as follows:


Lorin C. Barker  
50 East South Temple, Suite 400  
Salt Lake City, Utah 84111

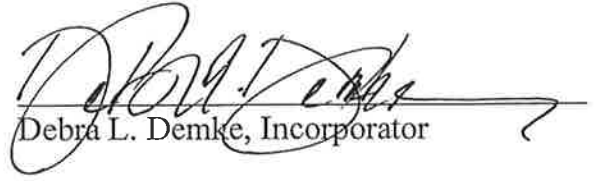
Sterling S. Olander  
50 East South Temple, Suite 400  
Salt Lake City, Utah 84111

Debra L. Demke  
50 East South Temple, Suite 400  
Salt Lake City, Utah 84111

DATED this 24 day of June, 2016.

  
Lorin C. Barker, Incorporator

  
Sterling S. Olander, Incorporator

  
Debra L. Demke, Incorporator

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