



State of Utah  
Department of Commerce  
Division of Corporations & Commercial Code  
Articles/Statement of Conversion

Date: 02/03/2017

Receipt Number: 6755838

Amount Paid: \$37.00

RECEIVED

FEB 03 2017

Utah Div. of Corp. & Comm. Code

CONVERSION

Non-Refundable Processing Fee: \$37.00

1. The Articles/Statement of Conversion shall state:

Entity Number: 9610092-0151

First: The name and entity type of the company immediately prior to the filing of the conversion:

Name: Standard Insurances

Entity Type (Corp, LLC, LP, Partnership, DBA, etc.): DBA

Second: The date and state where the company was first created and, if it has changed, its jurisdiction immediately prior to its conversion;

11/23/2015

Utah

Date of formation

State / Jurisdiction

Third: The name and entity type of the company as set forth in its converted entity filing;

Name: Standard Insurances Company

Entity Type: Corporation

Utah

State / Jurisdiction

Standard Plumbing Supply Company, Inc. 9310 S 300 West, Sandy, UT

Registered Agent address or mailing address for service of process if not qualified as a foreign entity in Utah

Fourth: The future effective date of the conversion to the new entity if it is not to be effective upon the filing of the conversion;  
effective upon filing

Fifth: Under penalties of perjury, I declare that the Articles/Statement of Conversion have been duly approved by the owners of the entity.

Name: Richard N. Reese

Signature:

Title: President

Date: January 27, 2017

2. Additional filing requirements: The non-refundable processing fee of \$37.00 payable to the State of Utah, and application for new entity must accompany this form. No additional fee for the new application.

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

FEB 3 '17 AM 11:15

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been filed  
and approved on this 03 day of Feb 2017  
in this office of this Division and hereby issued  
This Certificate thereof.

Exhibit

to

Date 2-9-17



Kathy Berg  
Kathy Berg  
Division Director

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been filed  
and approved on this 03 day of Feb, 2017  
in this office of this Division and hereby issued  
This Certificate thereof.

CONVERSION

ARTICLES OF INCORPORATION RECEIVED

OF

FEB 03 2017

STANDARD INSURANCES COMPANY

Utah Div. of Corp. & Comm. Code

FEB 03 17 AM 11:15

We, the undersigned natural persons of the ages of twenty one years or more, acting as  
incorporators of a corporation under the Utah Business Corporation Act, adopt the following  
Articles of incorporation for such corporation:

#### I. NAME OF CORPORATION

The name of this corporation shall be STANDARD INSURANCES COMPANY. The  
duration shall be perpetual.

#### II. PURPOSES

The purpose of this corporation shall be:

To carry on the business of insuring trust member companies including but not limited to  
casualty insurance, property insurance, liability insurance, fire insurance, health insurance,  
Captive insurance, borrowing money, lending money, etc.

To do all and everything necessary and proper for the accomplishment of any lawful act  
or activity for which corporations may be organized under the Utah Revised Business  
Corporations Act, and any object enumerated in its Articles of Incorporation, or any amendment  
thereof, or necessary or incidental to the protection and benefit of the Corporation and, in general  
to carry on any lawful business necessary or incidental to the attainment of the objects of the  
Corporation, either directly or as a co-venturer or partner, general or limited, whether or not such  
business is similar in nature to the objects set forth in the Certificate of Articles of Incorporation  
of this Corporation or any amendment thereof.

The board of directors shall have the power and authority to issue policies, make payments, deny coverage, borrow money, lend money and generally perform the required functions of a captive insurance provider. They shall have full power to exercise all of the rights and privileges coming within, appertaining, or incidental to any of the purposes, powers, and privileges in these Articles of Incorporation herein set forth without the necessity of securing the authorization of the stockholders.

The foregoing purposes clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation, provided however, that nothing contained herein shall be deemed to authorize or permit the corporation to do any act, carry on any business or exercise any power which a corporation formed under the laws hereinbefore referred to, or any amendments thereof or supplement thereto or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs of this paragraph of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other subparagraph or paragraph of these Articles.

### III. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) of the par value of One Hundred Dollars (\$100.00) each.

### IV. COMMENCING BUSINESS

The Corporation will not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares.



#### V. REGISTERED OFFICE AND AGENT

The post office address of its initial registered office is 9310 South 370 West, Sandy, Utah, 84070 and the name of its initial registered agent at such address is Richard N. Reese.

#### VI. DIRECTORS

The number of Directors of this corporation shall not be less than one nor more than five as fixed from time to time by the By-Laws of the corporation. The number of Directors constituting the initial Board of Directors of the corporation is one, and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Richard N Reese	9310 South 370 West Sandy, UT 84070

#### VII. INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Richard N Reese	9310 South 370 West Sandy, UT 84070

#### VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 9310 South 370 West, Sandy, Utah, 84070. The business of this corporation may be carried on in all counties of the state of Utah, in all states of the United States, and in all territories thereof, and in all foreign countries as the Directors shall determine.

#### IX. ANNUAL MEETING

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The annual meetings of the stockholders shall be held at the principal office of the corporation at Sandy, Utah on the first Tuesday of September of each year, or if said day is a holiday, then on the first day following which is not a holiday, at the hour of 4:00 o'clock p.m. Notice of said annual meeting shall be given according to law.

#### X. VOTING

In all elections for Directors and voting at any other stockholders meeting, each stockholder shall be entitled to one vote on each matter for each share of stock owned by him and shall not be permitted to accumulate his votes.

#### XI. LIABILITY OF STOCKHOLDERS

The private property of the stockholders shall not be liable for corporate obligations.

#### XII. SALE OF STOCK

Any Stockholder of this corporation who desires to sell or part with his or her shares of stock herein shall first offer the same to the corporation, which company shall have thirty days within which to determine whether or not the company will purchase or acquire such shares for the price and terms offered. If the corporation rejects the offer or fails to accept the same within thirty days after the offer is made, the shareholder desiring to sell or part with his or her shares shall offer the same at the same price and terms to the other stockholders of the corporation who shall have thirty days from the date thereof to determine whether they, or any of them, desire to purchase the shares. In the event any of the stockholders desire to purchase the shares so offered, the said shares shall be acquired by accepting stockholders in proportion to their respective holdings in the corporation. In the event all of the stockholders reject the offer or fail to accept the same within thirty days after the offer is made, the person offering the stock for sale may then sell the same on the open market; provided, however, that no share may be sold on the open

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market at a selling price less than the price offered or upon different terms than those offered by the selling stockholder to the corporation or to any stockholder thereof.

### XIII. REAQUIRED SHARES

The Board of Directors shall have the power to create a fund for the purchase of said stock by the corporation. Any such shares so purchased shall be deemed to be authorized but unissued stock and shall be subject to pre-emptive rights of the remaining stockholders

IN WITNESS WHEREOF, I, Richard N Reese, Have executed these Articles of Incorporation this 27<sup>th</sup> day of January, 2017.

That I am the incorporator herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

  
\_\_\_\_\_  
Richard N Reese, President

  
\_\_\_\_\_  
Richard N Reese, Secretary

STATE OF UTAH     )  
                              :        ss.  
County of Salt Lake    )

I, Michele McKay, a Notary Public, hereby certify that  
Richard N. Reese, who being by me first duly sworn,  
severally declared that he is the person who signed the foregoing document as incorporator and  
that the statements herein contained are true.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27<sup>th</sup> day of January,

2017

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NOTARY PUBLIC

Residing in Sandy, Utah

Commission Expires: 4/3/18

