

F 98000003752

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

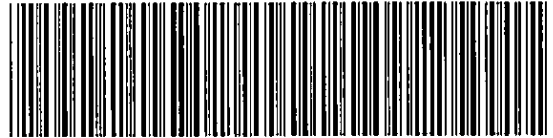
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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02/15/23--01010--015 **62.50

FILED
2023 MAY 23 PM 3:59
SECRETARY OF STATE
MILWAUKEE, WI

Name Change

MAY 24 2023

D CUSHING

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Frankenmuth Mutual Insurance Company
Name of Corporation

DOCUMENT NUMBER: F98000003752

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lori McAllister
Name of Contact Person

Dykema Gossett PLLC
Firm/Company

201 Townsend Avenue, Suite 900
Address

Lansing, MI 48933
City/State and Zip Code

lmcallister@dykema.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lori McAllister at (517) 374-9150
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy
- \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2023 MAY 23 PM 3:59
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FL



Dykema Gossett PLLC
Capitol View
201 Townsend Street, Suite 900
Lansing, MI 48933
WWW.DYKEMA.COM
Tel: (517) 374-9100
Fax: (517) 374-9191

Lori McAllister
Direct Dial: (517) 374-9150
Direct Fax: (855) 258-3519
Email: LMcAllister@dykema.com

May 9, 2023

Via Overnight FedEx

Florida Department of State
ATTN: Diane Cushing, Sr. Section Administrator
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Frankenmuth Mutual Insurance Company
Ref. Number: F98000003752
Letter Number: 523A00009616

Dear Ms. Cushing:

In response to your letter dated April 29, 2023, enclosed is the original filing as well as a copy of Frankenmuth Insurance Company's Michigan Certificate of Authority and Certificate of Compliance reflecting the name change. Please contact me with any questions, thank you.

Sincerely,

Dykema Gossett PLLC


Lori McAllister

Enclosure
077924.000003 4862-6592-0611.1



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 29, 2023

LORI MCALLISTER
DYKEMA GOSSETT PLLC
201 TOWNSEND AVENUE, SUITE 900
LANSING, MI 48933

SUBJECT: FRANKENMUTH MUTUAL INSURANCE COMPANY
Ref. Number: F98000003752

We have received your document for FRANKENMUTH MUTUAL INSURANCE COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We need a document showing that the name change was filed. Nothing that you sent in actually shows the name change being filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 523A00009616

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
2023 MAY 23 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FL

SECTION I
(1-3 MUST BE COMPLETED)

F98000003752
(Document number of corporation (if known))

1. FRANKENMUTH MUTUAL INSURANCE COMPANY
(Name of corporation as it appears on the records of the Department of State)
2. MICHIGAN 3. 07/01/98
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 01/01/23
5. FRANKENMUTH INSURANCE COMPANY
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A
(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:


I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

FRED A. EDMOND

(Typed or printed name of person signing)

PRESIDENT + CEO

(Title of person signing)

FILING FEE \$35.00

STATE OF MICHIGAN
DEPARTMENT OF INSURANCE AND FINANCIAL SERVICES

Before the Director of the Department of Insurance and Financial Services

In the matter of the Reorganization of
Frankenmuth Mutual Insurance Company
to a mutual holding company structure /

Order No. 2022-20-M

Issued and entered
this 16th day of June 2022
by Anita G. Fox
Director

ORDER APPROVING PLAN OF REORGANIZATION
OF A MUTUAL INSURER

I

BACKGROUND

On April 29, 2022, Frankenmuth Mutual Insurance Company (Frankenmuth) filed a Plan of Reorganization (Plan of Reorganization) with the Michigan Department of Insurance and Financial Services (DIFS). The filing was made pursuant to Chapter 60 of the Insurance Code (Code), MCL 500.6001 *et seq.*

At the request of Frankenmuth Mutual Insurance Company, on June 9, 2022, a public hearing was held pursuant to Section 6011(2) of the Code, MCL 500.6011(2), and in accordance with the Michigan Administrative Procedures Act, MCL 24.201 *et seq.*, to receive comments regarding the Plan of Reorganization. Any written and verbal comments received from the public were considered as part of DIFS review of the Plan of Reorganization. DIFS did not receive any public comments objecting to the Plan of Reorganization.

II

ISSUES

Whether the Plan of Reorganization satisfies the requirements of in Section 6011(2) of the Code, MCL 500.6011(2), such that the Director must approve the Plan of Reorganization.

III

ANALYSIS

Frankenmuth is a Michigan domiciled mutual insurance company. According to the terms of the Plan of Reorganization, Frankenmuth is seeking to form a mutual holding company which will be named Frankenmuth Mutual Holding Company. In conjunction with the proposed reorganization, Frankenmuth will become a stock insurance company. The converted Frankenmuth will become wholly owned by Frankenmuth Mutual Holding Company through an intermediate holding company, Frankenmuth Holdings, Inc.

In connection with the Plan of Reorganization, and consistent with the requirements of Sections 6007 and 6011(1) of the Code, MCL 500.6007 and 500.6011(1), Frankenmuth filed the following documents:

1. Proposed articles of incorporation and bylaws for the mutual holding company and intermediate holding company;
2. Proposed restated articles of incorporation and bylaws for Frankenmuth Insurance Company;
3. Notice and policyholder information statement;
4. The form of notice to members; and
5. The proxy to be sent to eligible policyholders.

Section 6011(2) of the Code, MCL 500.6011(2), provides that the Director shall approve a plan of reorganization of a mutual insurer if she finds all of the following:

- (a) The plan complies with Chapter 60 of the Code, MCL 500.6001 *et seq.*; and
- (b) The plan is fair and equitable to the interests of the policyholders.

In support of its Plan of Reorganization, Frankenmuth's Board of Directors asserts that it is fair and equitable to the policyholders for the following reasons:

First, the policyholders will benefit from the restructuring because the Frankenmuth companies will be better positioned for future growth and strength, with greater flexibility in raising and using capital, and in responding quickly and effectively to changing market conditions and strategic opportunities. After considering the alternatives, we believe that the mutual holding company structure is the most beneficial strategic option at this time.

Second, the contractual rights of the policyholders remain the same after the conversion. The terms of the insurance policies issued by Frankenmuth Mutual will stay the same after the conversion as they are now.

Third, the membership interests held by policyholders in the mutual – that is, the right to vote, the right to participate in the surplus of the company upon dissolution, voting control over the mutual insurance company, will simply be shifted from the mutual insurance company to the mutual holding company. As a result, those membership interests are fully protected after the conversion.

Fourth, the impact on the financial balance sheet of Frankenmuth immediately following the conversion is de minimus and more than outweighed by the benefits of the conversion that I have identified. An independent financial advisor retained by the Board, RP Financial, L.C., analyzed the pro forma impact of the mutual holding company plan. As summarized in the report of RP Financial, the Plan is fair, from a financial point of view to the policyholders. The Plan is also equitable for these same reasons.

See Oral Statement of Frederick A. Edmond, President and Chief Executive Officer of Frankenmuth.

DIFS staff has completed its review of the Plan of Reorganization and determined that it complies with Chapter 60 of the Code, MCL 500.6001 *et seq.*, including but not limited to Sections 6007 and 6011(1) of the Code, MCL 500.6007 and 500.6011(1). In addition, no public comments were received objecting to the Plan of Reorganization. Finally, DIFS staff has determined that the Plan of Reorganization is fair and equitable to the policyholders in accordance with Section 6011(2) of the Code, MCL 500.6011(2).

IV

FINDINGS OF FACT

Based on the foregoing considerations and a review of the submissions in this matter, it is found that:

1. Frankenmuth is a Michigan domiciled mutual insurance company.
2. On April 29, 2022, Frankenmuth filed a Plan of Reorganization with DIFS.
3. The Plan of Reorganization satisfies the requirements of Section 6007 of the Code, MCL 500.6007.
4. Frankenmuth filed all documents required under Section 6011(1) of the Code, MCL 500.6011(1).
5. Section 6011(2) of the Code, MCL 500.6011(2), provides that the Director shall approve a plan of reorganization of a mutual insurer if she finds all of the following:
 - (a) The plan complies with Chapter 60 of the Code, MCL 500.6001 *et seq.*
 - (b) The plan is fair and equitable to the interests of the policyholders.
6. Frankenmuth provided support for its Plan of Reorganization that demonstrates that it complies with Chapter 60 of the Code, MCL 500.6001 *et seq.*, and is "fair and equitable to policyholders."
7. DIFS has not received any public comments objecting to the Plan of Reorganization.
8. DIFS staff has determined that the Plan of Reorganization complies with all relevant requirements of Chapter 60 of the Code, MCL 500.6001 *et seq.*, and is fair and equitable to the policyholders in accordance with Section 6011(2) of the Code, MCL 500.6011(2).

V

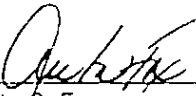
CONCLUSIONS OF LAW

Based upon the Findings of Fact and a review of the applicable laws, it is concluded that the Plan of Reorganization satisfies Section 6011(2) of the Code, MCL 500.6011(2).

VI

ORDER

Therefore, it is ORDERED that Frankenmuth's Plan of Reorganization is approved contingent upon the Department of Attorney General approving the articles of incorporation for Frankenmuth Mutual Holding Company and the amended articles of incorporation for Frankenmuth.



Anita G. Fox
Director

CERTIFICATE OF AUTHORITY

Effective Date: January 1, 2023

THIS IS TO CERTIFY, that

Frankenmuth Insurance Company
(Michigan stock insurer)
NAIC No. 13986

is authorized in Michigan to transact the business of insurance, as defined in

- Chapter 06 - Section 610 - Property
- Chapter 06 - Section 614 - Ocean Marine
- Chapter 06 - Section 616 - Inland Marine
- Chapter 06 - Section 620 - Automobile Insurance - limited
- Chapter 06 - Section 624 - SubSection: 1a - Casualty: Steam Boiler, Flywheel & Machinery
- Chapter 06 - Section 624 - SubSection: 1b - Casualty: Liability
- Chapter 06 - Section 624 - SubSection: 1b - Casualty: Automobile
- Chapter 06 - Section 624 - SubSection: 1b - Casualty: Workers' Compensation
- Chapter 06 - Section 624 - SubSection: 1c - Casualty: Plate Glass
- Chapter 06 - Section 624 - SubSection: 1d - Casualty: Sprinkler and Water Damage
- Chapter 06 - Section 624 - SubSection: 1f - Casualty: Burglary and Theft
- Chapter 06 - Section 624 - SubSection: 1g - Casualty: Livestock
- Chapter 06 - Section 624 - SubSection: 1h - Casualty: Malpractice
- Chapter 06 - Section 625 - Disability coverage supplemental to Auto Insurance
- Chapter 06 - Section 628 - Surety & Fidelity

of P.A. 218 of 1956 as amended. The Michigan Insurance Code, so long as the insurer continues to conform to the authority granted by this certificate, its corporate articles, the requirements of P.A. 218 of 1956 and all amendments to it and any limitations, conditions or other matters which have been agreed to from time to time between the insurer and the Director.

This Certificate of Authority is granted subject to the laws of the state of Michigan and, as set forth in Sections 405 and 405a of the Michigan Insurance Code (MCL 500.405 and 500.405a), shall be:

AUTOMATICALLY REVOKED 90 DAYS AFTER A CHANGE OF CONTROL WHICH HAS NOT RECEIVED PRIOR APPROVAL OR 90 DAYS AFTER THE INSURER OR AN AFFILIATED INSURER IS MADE SUBJECT TO FORMAL DELINQUENCY PROCEEDINGS UNLESS THE INSURER REQUALIFIES FOR A CERTIFICATE OF AUTHORITY UNDER THE PROVISIONS OF THE MICHIGAN INSURANCE CODE.





Anita G. Fox, Director

ALEXANDER & VANN
INCORPORATED
120 N. W. Peachtree Street
N.W.
ATLANTA, GEORGIA 30308
(404) 525-1200
TELETYPE (404) 525-0444

90232321
20

August 16, 1990

Secretary of State of Georgia
Corporations Division
Suite 315, West Tower
2 Martin Luther King, Jr., Dr.
Atlanta, Georgia 30335

7408750
12274

Re: Articles of Amendment/Wright A. R. AN. P.C.

Dear Sir:

In connection with the referenced corporation, please find enclosed the following:

1. Original and one copy of the Articles of Amendment to the Articles of Incorporation;
2. This firm's check made payable to you in the amount of \$20.00 for filing the Articles of Amendment.

Please return the Certificate of Amendment and a conformed copy of the Articles of Amendment to the undersigned.

Thank you for your assistance.

Very truly yours,

ALEXANDER & VANN

Thomas H. Vann, Jr.
Thomas H. Vann, Jr.

TW/JR:hs
Enclosures

STATE OF GEORGIA
DEPARTMENT OF REVENUE
1000 W. Peachtree Street, N.W.
Atlanta, Georgia 30309

STATEMENT OF ACCOUNT

THIS STATEMENT IS PREPARED BY THE DEPARTMENT OF REVENUE AND IS SUBJECT TO THE PROVISIONS OF THE REVENUE CODE OF GEORGIA.

PERIOD: FROM 1/1/88 TO 12/31/88

THIS STATEMENT IS PREPARED UNDER THE LAWS OF THE STATE OF GEORGIA.

DATE: 1/15/89

IF YOU HAVE ANY QUESTIONS CONCERNING THIS STATEMENT, PLEASE CONTACT THE DEPARTMENT OF REVENUE AT THE ADDRESS ABOVE.

FOR THE STATE OF GEORGIA, BY THE DEPARTMENT OF REVENUE.

1989 JANUARY 31, 1990

Handwritten signature

MAJ. CLAUDE L. BROWN
DIRECTOR OF REVENUE



STATE OF GEORGIA DEPARTMENT OF REVENUE

ARTICLES OF INCORPORATION
AS AMENDED OF INCORPORATION OF
JINRIGHT & RYAN, P.C.

The undersigned, being the President and Secretary of Jinright & Ryan, P.C. (the "Corporation"), do hereby certify and set forth as follows:

I.

The name of the corporation is JINRIGHT & RYAN, P.C.

II.

The Articles of Incorporation of the Corporation are amended as follows:

(a) Article 1 which reads as follows:

"-1-

"The name of the corporation is: JINRIGHT,
RYAN & LYNN, P.C."

(b) A new Article 9 shall be added as follows:

"-9-

No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-831 of the

Georgia Business Corporation Code; or (d) any transaction from which the Director derived an improper personal benefit."

III.

This amendment to the Articles of Incorporation of the Corporation has been enacted pursuant to the provisions of Sections 14-2-1001 and 14-2-1003 of the Georgia Business Corporation Code, said amendment have being adopted by the Board of Directors of the Corporation at a meeting held on the 16th day of August, 1990, and having been adopted by the Shareholders of the Corporation at a meeting held on the 16th day of August, 1990. At the time of adoption of this amendment, this Corporation had outstanding 1000 shares of common stock with a one dollar (1.00) par value. The affirmative vote of the holders of a majority of the outstanding shares of common stock is required to adopt this amendment. This amendment was adopted by unanimous vote of the outstanding shares of common stock.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and its corporate seal to be affixed and has caused the foregoing to be attested, all by its duly authorized officers, on this 16th day of August, 1990.

JIMMIE & RYAN, P.C.

By Robert H. Ryan
President

Attest: Charles H. Ryan
Secretary

(CORPORATE SEAL)

1990 AUG 20 9 22 AM '90

SECRETARY OF STATE

**OPINION AND VERIFICATION REQUEST FOR PUBLICATION
OF NOTICE OF CHANGE OF CORPORATE NAME**

The undersigned, Thomas E. Vann, Jr., attorney for **Starlight & Sons, N.C.** (the "corporation"), a Georgia professional corporation, does hereby verify that a request for publication of a notice of intent to file articles of amendment to change the name of the corporation and payment therefor has been made as required by Section 14-2-1001 of the Georgia Business Corporation Code. The request for publication of such notice was mailed or delivered to **Thomsville Paper-Industries, 184 South Street, Thomsville, Georgia 31792**, on August 16, 1960.

IN WITNESS WHEREOF, the undersigned does hereby set his hand and seal this 16th day of August, 1960.



Thomas E. Vann, Jr.
Attorney for **Starlight & Sons, N.C.**

TELEPHONE : 406-636-3173
FACSIMILE : 406-636-3173
ADDRESS : 1600 W. 10TH AVENUE
DENVER, COLORADO 80202

REGISTERED OFFICE
1600 W. 10TH AVENUE
DENVER, COLORADO 80202

SHARE RESORTION CERTIFICATE

THE SHARES OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND
FOUND TO BE IN ACCORD WITH THE PROVISIONS OF THE SEVERAL ACTS
APPLICABLE TO THE ISSUANCE OF SUCH SHARES. THE SHARES ARE
ISSUED IN ACCORDANCE WITH THE PROVISIONS OF THE SEVERAL ACTS
APPLICABLE TO THE ISSUANCE OF SUCH SHARES.

THE SHARES OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND
FOUND TO BE IN ACCORD WITH THE PROVISIONS OF THE SEVERAL ACTS
APPLICABLE TO THE ISSUANCE OF SUCH SHARES. THE SHARES ARE
ISSUED IN ACCORDANCE WITH THE PROVISIONS OF THE SEVERAL ACTS
APPLICABLE TO THE ISSUANCE OF SUCH SHARES.



Mr. [Signature]
MAY CARLSON
SECRETARY OF STATE
[Signature]
R. KATHIE HUBBELL
DEPUTY SECRETARY OF STATE

REGISTERED OFFICE : 1600 W. 10TH AVENUE, DENVER, COLORADO 80202
TELEPHONE : 406-636-3173
FACSIMILE : 406-636-3173

CERTIFICATE OF AUTHORITY

Effective Date: January 1, 2023

THIS IS TO CERTIFY, that

Frankenmuth Insurance Company
(Michigan stock insurer)
NAIC No. 13986

is authorized in Michigan to transact the business of insurance, as defined in

- Chapter 06 - Section 610 - Property
- Chapter 06 - Section 614 - Ocean Marine
- Chapter 06 - Section 616 - Inland Marine
- Chapter 06 - Section 620 - Automobile Insurance - limited
- Chapter 06 - Section 624 - SubSection 1a - Casualty: Steam Boiler, Flywheel & Machinery
- Chapter 06 - Section 624 - SubSection 1b - Casualty: Liability
- Chapter 06 - Section 624 - SubSection 1b - Casualty: Automobile
- Chapter 06 - Section 624 - SubSection 1b - Casualty: Workers' Compensation
- Chapter 06 - Section 624 - SubSection 1c - Casualty: Plate Glass
- Chapter 06 - Section 624 - SubSection 1d - Casualty: Sprinkler and Water Damage
- Chapter 06 - Section 624 - SubSection 1f - Casualty: Burglary and Theft
- Chapter 06 - Section 624 - SubSection 1g - Casualty: Livestock
- Chapter 06 - Section 624 - SubSection 1h - Casualty: Malpractice
- Chapter 06 - Section 625 - Disability coverage supplemental to Auto Insurance
- Chapter 06 - Section 628 - Surety & Fidelity

of P.A. 218 of 1956 as amended, The Michigan Insurance Code, so long as the insurer continues to conform to the authority granted by this certificate, its corporate articles, the requirements of P.A. 218 of 1956 and all amendments to it and any limitations, conditions or other matters which have been agreed to from time to time between the insurer and the Director.

This Certificate of Authority is granted subject to the laws of the state of Michigan and, as set forth in Sections 405 and 405a of the Michigan Insurance Code (MCL 500.405 and 500.405a), shall be:

AUTOMATICALLY REVOKED 90 DAYS AFTER A CHANGE OF CONTROL WHICH HAS NOT RECEIVED PRIOR APPROVAL OR 90 DAYS AFTER THE INSURER OR AN AFFILIATED INSURER IS MADE SUBJECT TO FORMAL DELINQUENCY PROCEEDINGS UNLESS THE INSURER REQUALIFIES FOR A CERTIFICATE OF AUTHORITY UNDER THE PROVISIONS OF THE MICHIGAN INSURANCE CODE.





Anita G. Fox, Director

CERTIFICATE OF COMPLIANCE

Effective Date: February 13, 2023

THIS IS TO CERTIFY, that

Frankenmuth Insurance Company
(Michigan stock insurer)
NAIC No. 13986

is organized under the laws of this State and is authorized to issue policies and transact business under the following Sections of the Insurance Code of 1956, as amended:

- Chapter 06 - Section 610 - Property
- Chapter 06 - Section 614 - Ocean Marine
- Chapter 06 - Section 616 - Inland Marine
- Chapter 06 - Section 620 - Automobile Insurance - limited
- Chapter 06 - Section 624 - SubSection 1a - Casualty: Steam Boiler, Flywheel & Machinery
- Chapter 06 - Section 624 - SubSection 1b - Casualty: Workers' Compensation
- Chapter 06 - Section 624 - SubSection 1b - Casualty: Automobile
- Chapter 06 - Section 624 - SubSection 1b - Casualty: Liability
- Chapter 06 - Section 624 - SubSection 1c - Casualty: Plate Glass
- Chapter 06 - Section 624 - SubSection 1d - Casualty: Sprinkler and Water Damage
- Chapter 06 - Section 624 - SubSection 1f - Casualty: Burglary and Theft
- Chapter 06 - Section 624 - SubSection 1g - Casualty: Livestock
- Chapter 06 - Section 624 - SubSection 1h - Casualty: Malpractice
- Chapter 06 - Section 625 - Disability coverage supplemental to Auto Insurance
- Chapter 06 - Section 628 - Surety & Fidelity



CERTIFIED COPY

February 13, 2023

Linda Martin

Department of Insurance and Financial Services



GRETCHEN WHITMER
GOVERNOR

STATE OF MICHIGAN
DEPARTMENT OF INSURANCE AND FINANCIAL SERVICES
LANSING

ANITA G. FOX
DIRECTOR

January 27, 2023

I have reviewed the attached documents, and hereby certify they are true and accurate copies of the file with the Director of the Department of Insurance and Financial Services.

A handwritten signature in black ink, appearing to read "Kathy Moua", written over a horizontal line.

Kathy Moua
Administrative Assistant
Office of Insurance Financial and Market
Regulation





**CERTIFICATION OF ARTICLES OF
INCORPORATION OR AMENDMENTS TO
ARTICLES OF INCORPORATION**

P. O. Box 30220
Lansing, MI 48909

I, Anita G. Fox, Director
have examined the

Amended and Restated Articles of Incorporation of

Frankenmuth Insurance Company

and certify that the same is in accordance with the requirements
of the act under which this company is organized.



Signed this 1st day of January, 2023
at Lansing, Michigan



Anita G. Fox, Director



STATE OF MICHIGAN

Department of Attorney General
Lansing, Michigan

I **H**ereby **C**ertify, That I have examined the

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF FRANKENMUTH INSURANCE COMPANY,

and find the same in accordance with the requirements of the statutes of
the State of Michigan and not in conflict with the Constitution of this
State.

Dated at Lansing, Michigan, this 20th day of December, 2022.

A handwritten signature in cursive script that reads "Aaron W. Levin".

Aaron W. Levin
Assistant Attorney General

No. 1017

Amendment or Restatement of Michigan Articles of Incorporation

RECEIVED

DEC -2 2022

Fees and attachments must accompany this filing. Please use the checklist and remittance stub on page 2 of this form to complete your filing.

Validation code: 96-22-88 25.00

Name of Corporation Frankenmuth Mutual Insurance Company		INSURANCE EVALUATION DIVISION This corporation is organized under the provisions of Public Act 218 of 1956, as amended; Chapter <u>58</u>		
Details about meeting where amendment vote was taken: Date of meeting: <input type="checkbox"/> Annual <input checked="" type="checkbox"/> Special 10/11/22		The vote on amendments was:		
City meeting was held in: Frankenmuth, MI		Votes FOR 45	In person 24,961	By proxy 25,006
		Votes AGAINST		

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)

Amending only-List article amended, and state the amendment.

Amending & Reslating-List article amended, and state the amendment, then restate articles including amendment.

The Articles were amended in connection with the company's conversion to a stock corporation. A redline of the documents is attached.

Corporate Certification

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 218 of 1956 as amended. Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.5214 of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, details of which are described above.

Signature of the President of the corporation <i>Fred A. Edmond</i>	Date 11-16-2022	Signature of the Secretary of the corporation <i>Andrew H Knudsen</i>	Date 11/16/2022
President's name typed or printed FRED A. EDMOND		Secretary's name typed or printed Andrew H Knudsen	

P.A. 218 of 1958 as amended requires submission of this form by domestic insurance corporations that intend to amend their articles of incorporation. Amendments are not approved until this form is filed with, and approved by, the director.



Michigan Department of Insurance and Financial Services

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

FRANKENMUTH INSURANCE COMPANY

The undersigned, desiring to amend and restate its articles of incorporation under the provisions of Act 218 of the Public Acts of 1956, as amended, do hereby make, execute, and adopt the following amended and restated articles of incorporation, to wit:

ARTICLE I

INCORPORATORS

The names of the incorporators and their respective places of residence are as follows:

Name	Place of Residence
Carl Nuechterlein	Frankenmuth, Michigan
Leonard Reichle	Frankenmuth, Michigan
Carl J. Ortner	Frankenmuth, Michigan
Bernhard G. Schaefer	Frankenmuth, Michigan
Otto Trinklein	Frankenmuth, Michigan
John A. Geyer	Frankenmuth, Michigan
William Zehnder	Frankenmuth, Michigan
Charles F. Link	Frankenmuth, Michigan
Walter J. M. Gugel	Frankenmuth, Michigan
Herbert Weiss	Frankenmuth, Michigan
Herbert J. Schluckebier	Frankenmuth, Michigan
Richard J. Ortner	Frankenmuth, Michigan
George W. Trinklein	Frankenmuth, Michigan
Ferdinand Weiss	Frankenmuth, Michigan
Edwin G. Heine	Frankenmuth, Michigan
Oswald G. Bernthal	Frankenmuth, Michigan
Christoph Nuechterlein	Frankenmuth, Michigan
George J. Rummel	Frankenmuth, Michigan
Adolf Nuechterlein	Frankenmuth, Michigan
Arthur G. Hubinger	Frankenmuth, Michigan
Edwin J. W. Fechter	Frankenmuth, Michigan
Fred Gugel	Frankenmuth, Michigan
Fred G. Nuechterlein	Frankenmuth, Michigan

ARTICLE II

CORPORATE NAME

The name assumed by this Corporation and by which it shall be known in law is Frankenmuth Insurance Company, and its principal office for its transaction of business shall be in the City of Frankenmuth, Saginaw County, Michigan.

ARTICLE III

PURPOSE

The Corporation is organized for the following purposes as authorized by Chapters 6, 50 and 52 of the Michigan Insurance Code of 1956, as amended (the "Michigan Insurance Code"):

To make contracts of insurance, or to reinsure or accept reinsurance on any portion thereof, for the kinds of insurance permissible under the Michigan Insurance Code.

To have the right to buy, hold, sell, and convey personal property and such real estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the Corporation, or as permitted under the Michigan Insurance Code.

To have all the powers conferred by law on an insurance company organized for the purposes set forth above; and in connection therewith to have all powers conferred by law on all corporations organized and doing business under and by authority of the Michigan Insurance Code and, in connection therewith, to issue all such forms of insurance contracts as pertain to or may be connected with the transaction of insurance business as authorized hereunder and under the Michigan Insurance Code, as such insurance is now or may be hereafter carried on.

ARTICLE IV

TERM

The term of existence of the Corporation shall be in perpetuity.

ARTICLE V

MEETINGS OF SHAREHOLDERS

Section 1. Annual Meeting. Commencing with any subsequent annual meeting which may be convened hereafter, the annual meeting of the shareholders shall be held at 2:30 p.m. on the last Tuesday in April of each year. The Board of Directors may postpone the time of holding the annual meeting of the shareholders for the election of Directors for such period not exceeding six months as they deem advisable, but in such event, notice of the time and place of such annual meeting shall be given to the shareholders in the same manner as required for special meetings.

Section. 2. Special Meetings. Special meetings of the shareholders may be called by the Chairperson of the Board of Directors, Chief Executive Officer or President at any time they may deem it necessary, or by a majority of the Board of Directors, pursuant to the advance notice procedure set forth in the Bylaws.

ARTICLE VI

DIRECTORS

Section 1. Directors. The corporate powers shall be exercised by a Board of Directors of not less than seven (7) directors nor more than fifteen (15) directors. Directors shall be elected by the shareholders of the Corporation at the annual meeting. Their terms of office shall be fixed and governed within the Bylaws.

Section 2. Vacancies. Any vacancies in the Board of Directors for any reason, and any directorships resulting from any increase in the number of directors, may be filled only by the Board of Directors, acting by a majority of the directors then in office, and any directors so chosen shall hold office for the term set forth in the Bylaws. Immediately after adjournment of the annual meeting of the shareholders, the Board of Directors may elect from their own number a Chairperson of the Board of Directors. The Board of Directors shall likewise elect the remaining Executive Officers of the Corporation as the Board of Directors deems necessary from the officer positions designated in the Bylaws. In case vacancies shall occur among any of the Corporation's officers, a majority of the Directors shall appoint new persons to fill such vacancies.

Section 3. Quorum. A majority of the Directors holding office at the time of a meeting of the Board of Directors shall constitute a quorum for the transaction of any business.

ARTICLE VII

AUTHORIZED SHARES

The amount of capital stock of the Corporation shall be 10,000,000 common shares of a par value of \$10.00 each. All stock shall be issued for cash or property as provided by law and when issued shall be fully paid and non-assessable and shall be issued at such times, in such amounts and under such conditions as the Board of Directors of the Corporation shall from time to time determine, subject to such approval of the Director of the Department of Insurance and Financial Services of the State of Michigan to the extent required by law. The holders of shares of common stock shall be entitled to one vote for each share of common stock held in the shareholder's name on the books of the Corporation on each matter submitted to a vote of the shareholders. No holder of any shares of this Corporation shall have any pre-emptive rights to subscribe for or to purchase any shares of this Corporation of any class whether such shares or such class be now or hereafter authorized.

ARTICLE VIII

SHAREHOLDER ACTION BY WRITTEN CONSENT

The shareholders may, either severally or collectively, act by written consent with regards to any action to be taken by the Corporation either before or after the action is taken, without a meeting and without notice. Such action shall be as valid a Corporation action as though it had been authorized at a meeting of the shareholders and the written consent shall be filed with the minutes of the proceedings of the shareholders.

ARTICLE IX

USE OF SURPLUS

This Corporation may create and maintain such surplus, above the minimum required by statute, as the Board of Directors may deem necessary. This surplus shall be invested under the direction of the Board of Directors, in accordance with the laws of the State of Michigan governing the investments of insurance companies, and the uninvested portion deposited in national or state banks and/or credit unions. In the event of final dissolution and liquidation of this Corporation and its assets, the surplus fund, if any, shall be equitably divided among all shareholders preceding such dissolution and liquidation.

ARTICLE X

DISCRETIONARY DIVIDEND

If the premium paid for or upon any policy is found to have been in excess of the amount deemed necessary by the Board of Directors to pay the policy share of the losses, expense and surplus contribution equitably assigned to said policy, then the Board of Directors may order such excess returned to the policyholder.

ARTICLE XI

CORPORATION'S BYLAWS

The Board of Directors shall have power to make, amend or repeal Bylaws as they may deem necessary for the governance of the officers, Board of Directors, and shareholders of the Corporation, and for the conduct of the affairs of the Corporation.

ARTICLE XII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be altered or amended at any annual or special meeting of the shareholders by the affirmative vote of a majority of the shareholders present or voting by proxy, due notice of an intention so to do having been given.

ARTICLE XIII

DIRECTOR LIABILITY

No Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the Director's fiduciary duty, provided that the foregoing shall not eliminate or limit the liability of a Director for any of the following: (i) a breach of the Director's duty of loyalty to the Corporation or its shareholders; (ii) acts or omissions not in good faith or that involve intentional misconduct or knowing violations of law; (iii) a violation of Section 5280 of the Michigan Insurance Code, being MCL 500.5280; (iv) a transaction from which the Director derived an improper personal benefit; or (v) an act or omission occurring before

January 1, 1989. If the Michigan Insurance Code is hereafter amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation of personal liability contained herein, shall be eliminated or limited to the fullest extent permitted by the Michigan Insurance Code as so amended. No amendment or repeal of this Article XIII shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to the effective date of such amendment or repeal.

ARTICLE XIV

INDEMNIFICATION

Section 1. Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a member of the Board of Directors, an officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, (each an "Indemnitee") against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his/her conduct was unlawful. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed, to be in or not opposed to the best interests of the Corporation or its shareholders, and, with respect to a criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses for which the court considers proper.

Section 2. Approval of Indemnification. An indemnification under this Article XIV, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because such Indemnitee has met the applicable standard of conduct set forth above. This determination shall be made in any one of the following ways: (1) by a majority vote of a quorum of the Board of Directors consisting of persons who are or were not parties to the action, suit, or proceeding; (2) if the quorum described in 1 is not obtainable, then by a majority vote of a committee of the Board of Directors who are not parties to the action, consisting of not less than two disinterested Board members; (3) by independent legal counsel in a written opinion; or (4) by the shareholders.

Section 3. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in this Article XIV shall be paid by the Corporation in advance of

the final disposition of the action, suit, or proceeding upon the Corporation's receipt of an undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made and may, but need not be, secured as determined by the Board of Directors in its discretion.

Section 4. Other Rights of Indemnification. The indemnification or advancement of expenses provided in this Article XIV is not exclusive of other rights to which an Indemnitee seeking indemnification or advancement of expenses may be entitled under these Articles of Incorporation, the Bylaws of the Corporation, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the Indemnitee seeking indemnification or advancement of expenses. The indemnification provided in this Article XIV continues as to an Indemnitee who ceases to be a member of the Board of Directors, an officer or employee of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of that person. The indemnification and other obligations of the Corporation set forth in this Article XIV shall be binding upon any resulting or surviving corporation after any merger or consolidation of the Corporation.

Section 5. Insurance. Unless expressly contrary to law, the Corporation may purchase and maintain insurance on behalf of any Indemnitee against any liability asserted against and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article XIV.

Section 6. Contract With the Corporation. The right to indemnification conferred in this Article XIV shall be deemed to be a contract between the Corporation and each Indemnitee who serves in any such capacity at any time while this Article XIV is in effect, and any repeal or modification of any such law or of this Article XIV shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article XIV is repealed or modified, the Corporation shall give written notice thereof to the Indemnitee and any such repeal or modification shall not be effective until sixty (60) days after such notice is delivered.

Section 7. Savings Clause. Each and every paragraph, sentence, term and provision of this Article XIV shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article XIV shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

Executed this 15th day of DECEMBER 2022.

By: 
Name: FRED A. EDMOND
Title: Chief Executive Officer