803358

(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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dcc 5/31/2023

Office Use Only

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend/Name Change

MAY 31 2023
D CUSHING

ORIGIN ID:FOLA (855) 705-2716
MOLLY SUPER

1755 BLAKE STREET
5TH FLOOR
DENVER, CO 80202
UNITED STATES US

SHIP DATE: 22FEB23
ACTWGT: 1.00 LB
[redacted]

BILL SENDER

TO AMENDMENT SECTION
DIVISION OF CORPORATIONS
2415 N. MONROE STREET, SUITE 810
THE CENTRE OF TALLAHASSEE
TALLAHASSEE FL 32303
(850) 245-6050 REF
INV
PO DEPT

[redacted]

FedEx. Express

FRI - 24 FEB 4:30P
** 2DAY **

TRK# 0201 7713 8004 9888

32303
SH TLHA FL-US TLH

[redacted]

**After printing this label:**
1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

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Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of $100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of $100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is $1,000, e.g. jewelry, precious metals, negotiable instruments and other items listed in our ServiceGuide. Written claims must be filed within strict time limits, see current FedEx Service Guide.

Remittance Info: Inv #FL_02152023

**Pie Group Holdings, Inc.**
1615 L St NW Suite 620
Washington, DC 20036
8557052716

[redacted]

2/16/2023

PAY TO THE ORDER OF FLORIDA DEPARTMENT OF STATE $ 52.50

Fifty-Two and 50/100 DOLLARS

VOID AFTER 90 DAYS

FLORIDA DEPARTMENT OF STATE
1755 BLAKE STREET
5TH FLOOR
DENVER, CO 80202

Bill.com, LLC, Issuer

[redacted]

FedEx Tracking

DELIVERED

# Friday

2/24/2023 at 8:57 am

Signed for by: M.BRUCE

Obtain proof of delivery

How was your delivery?

DELIVERY STATUS

Delivered

TRACKING ID

771380049888

FROM
DENVER, CO US

PACKAGE RECEIVED BY FEDEX

IN TRANSIT

OUT FOR DELIVERY

DELIVERED
TALLAHASSEE, FL US

*Delivered*
2/24/2023 at 8:57 AM

View travel history

Want updates on this shipment? Enter your email and we will do the rest!

YOUR EMAIL

SUBMIT

MORE OPTIONS

Shipment facts

[redacted] (https://www.fedex.com/en-us/home.html)

**TRACKING NUMBER** 771380049888

**SHIP DATE** 2/22/23

**ACTUAL DELIVERY** 2/24/23 at 8:57 am

## Services

**SERVICE** FedEx 2Day

**SPECIAL HANDLING SECTION** Deliver Weekday

## Package details

Back to to

## Travel history

Ascending

Local Scan Time

Friday, 2/24/2023

8:57 AM
**Delivered**
TALLAHASSEE, FL

Back to to

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# COVER LETTER

**TO:** Amendment Section Division of Corporations

**SUBJECT:** The American Insurance Company
Name of Corporation

**DOCUMENT NUMBER:** S03358

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Hillary Swain
Name of Contact Person

The Pie Insurance Company
Firm/Company

1615 L Street NW, Suite 620
Address

Washington, DC 20036
City/State and Zip Code

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

FILED
2023 FEB 24 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FL

For further information concerning this matter, please call:

Molly Super at (202) 559-3690
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

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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.)

SECTION I

(1-3 MUST BE COMPLETED)

803358

(Document number of corporation (if known))

1. The American Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Ohio

(Incorporated under laws of)

3. September 1, 1915

(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? January 10, 2023

5. The Pie 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)

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2023 FEB 24 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FL

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* Capitol Corporate Services, Inc.

515 East Park Avenue 2nd Fl

*(Florida street address)*

*New Registered Office Address:* Tallahassee, Florida 32399

*(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.*

DocuSigned by:
Mary Fink
EE1A9FB0A9D244C *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:

| Title/ Capacity | Name | Address | Type of Action |
|---|---|---|---|
| Treasurer | Paul Davis | 225 West Washington Street, Suite 1800 | ☐Add |
| | | Chicago, IL 60606 | ☑Remove |
| Secretary | William Fawcett | 225 West Washington Street, Suite 1800 | ☐Add |
| | | Chicago, IL 60606 | ☑Remove |
| President | Dax Craig | 1615 L Street NW, Suite 620 | ☑Add |
| | | Washington, DC 20036 | ☐Remove |
| CEO | John Swigart | 1615 L Street NW, Suite 620 | ☑Add |
| | | Washington, DC 20036 | ☐Remove |
| Treasurer | Thomas A. Grossi | 1615 L Street NW, Suite 620 | ☑Add |
| | | Washington, DC 20036 | ☐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.

DocuSigned by:
E38CB238BA16422 (Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Teresa R.T. Leon
(Typed or printed name of person signing)

Secretary and General Counsel
(Title of person signing)

**FILING FEE $35.00**

| Title/Capacity | Name | Address | Type of Action |
|---|---|---|---|
| Secretary | Teresa R.T. Leon | 1615 L Street NW, Suite 620<br>Washington, DC 20036 | Add |

'C ID ----> 202300602464

| DATE | DOCUMENT ID | DESCRIPTION | FILING | EXPED | CERT | COPY |
|---|---|---|---|---|---|---|
| 01/06/2023 | 202300602464 | AMENDED/RESTATED ARTICLES (AMA) | 50.00 | 0.00 | 0.00 | 0.00 |

**Receipt**

This is not a bill. Please do not remit payment.

THE AMERICAN INSURANCE COMPANY
1615 L STREET NW, SUITE 620
WASHINGTON, DC 20036

# STATE OF OHIO
## CERTIFICATE

**Ohio Secretary of State, Frank LaRose**

**1746476**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE PIE INSURANCE COMPANY

and, that said business records show the filing and recording of:

| Document(s) | Document No(s): |
|---|---|
| **AMENDED/RESTATED ARTICLES** | **202300602464** |

**Effective Date: 01/06/2023**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 6th day of January, A.D. 2023.

**Ohio Secretary of State**

'C ID ----> 202300602464

orm 540 Prescribed by:

**Frank LaRose**
*Ohio Secretary of State*

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

# Certificate of Amendment

## (For-Profit, Domestic Corporation)

## Filing Fee: $50

**Form Must Be Typed**

**:heck appropriate box:**

☐ Amendment to existing Articles of Incorporation (125-AMDS)

☒ Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

**:omplete the following information:**

Name of Corporation: THE AMERICAN INSURANCE COMPANY

Charter Number: 1746476

**:heck one box below and provide information as required:**

☐ The articles are hereby amended by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.70 (A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

☐ The articles are hereby amended by the **Directors**. Pursuant to Ohio Revised Code section 1701.70(A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B) (In this space insert the number 1 through 10 to provide basis for adoption.)

☒ The articles are hereby amended by the **Shareholders** pursuant to Ohio Revised Code section 1701.71.

**f you are amending the total number of shares, please complete this box so the appropriate filing fee is :harged.**

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

**\ copy of the resolution of amendment is attached to this document.**

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

**By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.**

**Required**

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

Secretary

By (if applicable)

Teresa R.T. Leon

Print Name

Signature

By (if applicable)

Print Name

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# SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE AMERICAN INSURANCE COMPANY

## ARTICLE 1

## NAME

The name of the Corporation is The Pie Insurance Company.

## ARTICLE 2

## DURATION

The period of duration for the Corporation shall be perpetual.

## ARTICLE 3

## PLACE OF BUSINESS

The place in Ohio where the principal office of the Corporation is located is in Franklin County, Ohio.

## ARTICLE 4

## PURPOSE

The purpose or purposes for which the Corporation is organized shall include the transaction of any or all lawful business for which a stock Insurance company may be organized or authorized to transact in the State of Ohio, and, without limitation:

(a) To insure one or more of the following lines: sickness and accident Insurance; property Insurance; credit property Insurance; glass Insurance; burglary and theft Insurance; boiler and machinery Insurance; liability Insurance; worker compensation and employer liability Insurance; vehicle Insurance; fidelity Insurance; surety Insurance; credit Insurance; mortgage guaranty insurance; marine insurance; financial guaranty Insurance; miscellaneous Insurance; and such other Lines of Insurance as may be authorized.

(b) To issue both participating and non-participating policies with respect to any kind of Insurance which the Corporation is authorized to transact such dividends shall be in accordance with such rates and rules applicable to such kind or kinds of-Insurance subject to statutory requirements as may be determined by the Board of Directors, which shall have power to adopt any Regulations pertaining to such declaration and payment which in the judgment of the Board of Directors seem necessary or desirable.

(c) To engage directly in any other business or businesses authorized for an Insurance company organized as a stock Insurance company.

(d) To invest in, otherwise acquire, or operate one or more subsidiaries engaged or registered to engage in one or more of the businesses authorized for entitles within an Insurance holding company system.

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(e) To have and exercise all powers necessary or convenient to carry out its business and affairs, Including without limitation all powers granted pursuant to the Ohio Corporations Code and the Ohio Insurance law as In effect from time to time.

## ARTICLE 5

## CAPITAL STOCK

The Corporation Is authorized to issue only one class of capital stock which shall be designated Common Stock. The Corporation Is authorized to Issue up to six million (6,000,000) shares of Common Stock, par value of two dollars and fifty cents ($2.50) per share.

## ARTICLE 6

## PREEMPTIVE RIGHTS

Shareholders of the Corporation shall neither be limited nor denied preemptive rights.

## ARTICLE 7

## MANAGEMENT OF INTERNAL AFFAIRS

The business and affairs of the Corporation shall be managed by a Board of Directors elected by the Shareholders. The Board of Directors shall consist of not less than five (5) nor more than eight (8) persons, The Internal affairs of the Corporation shall be regulated as set forth In the Bylaws Restated as Code of Regulations, which shall be made and amended by the Board of Directors.

## ARTICLE 8

## INDEMNIFICATION

In addition to the authority granted a corporation to indemnify persons, the Corporation shall have the power and shall eliminate and limit the personal liability of an outside director to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director solely to the extent permissible under the Ohio Corporations Code as in effect from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of January 2023.

THE PIE INSURANCE COMPANY

DocuSigned by:

John Swigart, CEO

ATTEST:

DocuSigned by:

Teresa R.T. Leon
Secretary