

850 386

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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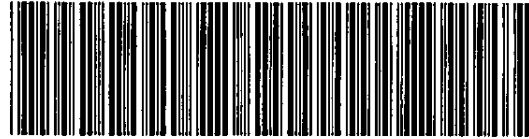
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2016 SEP 20 AM 11:36

SEP 26 2016

C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Lyndon Property Insurance Company
Name of Corporation

DOCUMENT NUMBER: 850386

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Laura Lanier

Name of Contact Person

Protective Property & Casualty Insurance Company

Firm/Company

14755 North Outer Forty Road, Ste 400

Address

St. Louis, Missouri 63017

City/State and Zip Code

Nancy.Burns@protective.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Laura Lanier

Name of Contact Person

at (636) 536-5662

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

850386

(Document number of corporation (if known))

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2016 SEP 20 AM 11:36

1. Lyndon Property Insurance Company

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

2. Missouri

(Incorporated under laws of)

3. 09/11/1981

(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? effective July 6, 2016

5. Protective Property & Casualty 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)

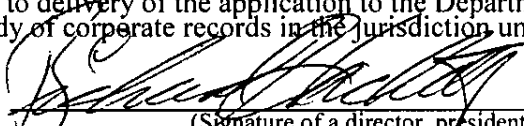
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(New jurisdiction)

8. 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)

Richard C. Hackett

(Typed or printed name of person signing)

Sr. Vice President / Secretary

(Title of person signing)

STATE OF MISSOURI



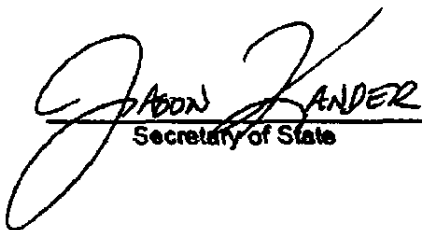
Jason Kander
Secretary of State

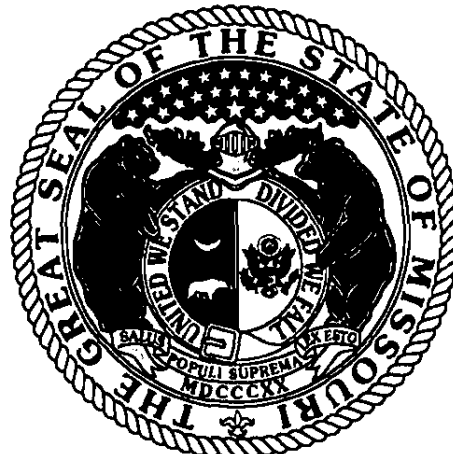
CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

Protective Property & Casualty Insurance Company
100201085

I, JASON KANDER, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 14th day of September, 2016.


Secretary of State



Certification Number: CERT-09142016-0019

CERTIFICATE OF RESTATED ARTICLES

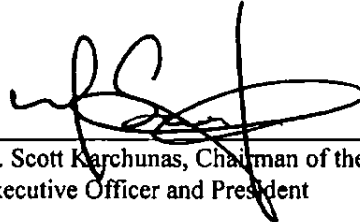
(to be executed in triplicate)

We, the undersigned Chairman of the Board, Chief Executive Officer and President, and Assistant Secretary, on our oaths swear and certify to the truth of the following statements:

- (1) NAME OF THE INSURANCE COMPANY: Protective Property & Casualty Insurance Company (formerly known as Lyndon Property Insurance Company)
- (2) THE DATE OF THE RESTATEMENT OF ARTICLES BY THE SHAREHOLDERS, MEMBERS OR OTHER GROUP OF PERSONS ENTITLED TO VOTE ON THE RESTATEMENT:
Effective Date: July 6, 2016
- (3) THE RESTATED ARTICLES ADOPTED ARE ATTACHED TO THIS CERTIFICATE
- (4) (4) THE NUMBER OF SHARES, MEMBERS, OR OTHER GROUP OF PERSONS ENTITLED TO VOTE, OR IF A MUTUAL, THE NUMBER OF THE MEMBERS PRESENT EITHER IN PERSON OR BY PROXY ENTITLED TO VOTE: 4,000 shares
- (5) THE NUMBER OF SHARES, MEMBERS OR OTHER GROUP OF PERSONS THAT VOTED FOR AND AGAINST SAID RESTATEMENT RESPECTIVELY: For: 4,000 Against: 0

(signatures are on the next page)





M. Scott Karchunas, Chairman of the Board, Chief
Executive Officer and President



PLACE CORPORATE SEAL HERE
(If no corporate seal, state "none".)



Holly Brown, Assistant Secretary

State of Alabama

County of Jefferson

Subscribed and sworn to before me this 27th day of June, 2016.


NOTARY PUBLIC

MY COMMISSION EXPIRES AUGUST 26, 2017

My commission expires _____

CERTIFICATE OF RESTATED ARTICLES OF THE DIRECTOR OF INSURANCE

(This certificate may be filled out only by the Director of Insurance)

I certify that I have examined the above Certificate of Restated Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the restatement, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

So Certified, Signed, and Official Seal Affixed on this date: 8.5.16



Director



2016
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PROTECTIVE PROPERTY & CASUALTY INSURANCE COMPANY
(effective as of July 6, 2016)

Protective Property & Casualty Insurance Company, a company organized under the General and Business Corporation Law of Missouri, hereby adopts the following 2016 Amended and Restated Articles of Incorporation of Protective Property & Casualty Insurance Company:

ARTICLE I
NAME

1.1 The name of the Company shall be Protective Property & Casualty Insurance Company (hereinafter referred to as the "Company").

ARTICLE II
PERIOD OF DURATION

2.1 The duration of the Company shall be perpetual.

ARTICLE III
PURPOSES, OBJECTS AND POWERS

3.1 The purposes, objects and powers of the Company are:

(a) The Company is for profit.

(b) The Company is an insurance company other than Life organized under chapter 379 of the Missouri Revised Statutes.

(c) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection therewith all powers given to corporations by the laws of the State of Missouri.

(d) Without limiting the scope and generality of the foregoing, the Company shall have the following specific purposes, objects and powers:

(1) To make insurance on houses, buildings, merchandise, furniture and all kinds of property, against loss or damage by fire, lightning, hail and windstorm and earthquake; to make all kinds of insurance on ships, boats and other vessels, and their freight and cargos, and also on goods, merchandise, produce and all other kinds of property in the course of transportation, whether by land or water, and to lend money on bottomry and respondentia.

(2) To make insurance against direct, indirect or consequential loss or damage to property by water or other fluid or otherwise, resulting from the breaking of or injury to sprinklers, pumps, pipes, or other apparatus, conduits or containers used for the protection of property from loss by fire, arising from causes other than fire, and against loss or damage by water or other fluid entering through leaks or openings in buildings or pipes or conduits, and against loss of or damage to such sprinklers, pumps, pipes, apparatus, conduits or containers; and against loss of or damage to property caused by over-flowing, leaking or breaking of water supply equipments.

(3) To make insurance against the loss or destruction of money, securities or other valuables; and against loss of or damage to property caused by flood, frost, freezing, snow, hail, ice, weather or climatic conditions, including excess or deficiency of moisture, rain or rising of the waters of the ocean or its tributaries, drought, insects, vermin or forces of nature, and against loss or damage by disease or other causes to trees, crops or other products of the soil; and against loss of or damage to property caused by explosion, smoke, smudge, riot, riot attending strike, strikes, sabotage, civil commotion, vandalism or malicious mischief, or caused by wrongful conversion, disposal or concealment of an automobile or other motor vehicle, whether or not handled under a conditional sale contract or subject to chattel mortgage; and against intentional or other damage to or loss of property of any kind, real or personal, caused by or arising from war, whether formally declared or not, civil war, rebellion, insurrection, invasion, bombardment, military or usurped power, or by any order of the civil authorities meant to prevent the spread of conflagration or epidemic or catastrophe; also to make all kinds of insurance on automobiles and other vehicles, or airplanes, seaplanes, dirigibles and aircraft in general, including theft, transportation fire and collisions; and to make insurance against loss of or damage to property caused by automobiles and other vehicles and airplanes, seaplanes, dirigibles and aircraft in general or by objects falling therefrom, including liability for loss of or damage to property caused by automobiles and other vehicles and airplanes, seaplanes, dirigibles and aircraft in general or by objects falling therefrom; also to make insurance against any other loss or damage to property or an interest in property, not otherwise delegated to another class or kind of company.

(4) To insure horses, cattle and other livestock against loss or damage by accident, theft, disease or death, or any other unknown contingent event, which may legally be the subject of insurance.

(5) To make insurance upon the health of individuals, and against personal injury, disablement, or death, resulting from traveling or general accident by land or water, to insure the fidelity of persons holding places of public and private trust, and also to receive on deposit and insure the safekeeping of books, papers, moneys, stocks, bonds and all other kinds of personal property, and to do any and all other kinds of legitimate insurance business excepting that of life insurance and dealing in annuities.

(6) To make insurance against liability for loss or damage arising out of the ownership, operation or use of automobiles and other cars and vehicles and airplanes, seaplanes, dirigibles and aircraft in general, and also to insure against liability for loss or damage arising out of the ownership or operation of automobile sales agencies, automobile garages, automobile repair shops and automobile service stations.

(7) To make insurance on the fidelity of persons holding places of public or private trust and to become surety on bonds or obligations of persons or corporations concerning any

matter in which the giving of a bond, recognizance or other obligation is authorized, required or permitted by the laws of any State, Territory, Possession or Country.

(8) To have and to exercise any and all of the powers specifically granted in the insurance laws of the State of Missouri, none of which shall be deemed to be inconsistent with the nature, character or object of the Company and none of which are denied to it by these 2016 Amended and Restated Articles of Incorporation, including, without limitation, the power to accept and execute all legal trusts which may be confided to the Company.

(9) To acquire, own, manage, operate, improve or deal with and to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(10) To be a promotor or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, corporation or governmental unit, and while the owner and holder hereof to exercise all rights of possession and ownership.

(11) To purchase or otherwise acquire (including, without limitation, to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefor) to the fullest extent permitted by the General and Business Corporation Law of Missouri, and to sell, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations or other securities.

(12) To borrow money from any person, firm, corporation or governmental unit and to secure any debt by mortgage or pledge of any property of the Company; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Missouri as the same may be amended from time to time.

(13) To lend money, extend credit or use its credit to assist any person, firm, corporation or governmental unit, including, without limitation, its employees and directors and those of any subsidiary, in accordance with and subject to the provisions of the General and Business Corporation Law of Missouri and the Missouri Insurance Code.

(14) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, corporation or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Company.

(15) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(16) To carry on its business anywhere in the United States and in foreign countries.

(17) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.

(18) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

All words, phrases and provisions appearing in this Section 3.1 are used in their broadest sense, are not limited by reference to or inference from any other words, phrases or provisions and shall be so construed.

ARTICLE IV CAPITAL STOCK

4.1 The Company is authorized to issue four thousand (4,000) shares of stock, one thousand dollars (\$1,000) par value per share. All such shares are to be of one class and shall be designated as Common Stock.

4.2 The shareholders of the Company shall not have preemptive rights.

ARTICLE V REGISTERED AGENT, REGISTERED OFFICE AND OTHER OFFICES

5.1 C. T. Corporation System shall serve as registered agent. The registered office is located at 120 South Central Avenue, Clayton, Missouri 63105.

5.2 The address of the principal place of business of the Company shall be 14755 North Outer Forty Drive, Suite 400, St. Louis, Missouri 63017 or at such other place within the State of Missouri as the Board of Directors may determine or at such place as the Board of Directors may determine provided such place complies with applicable law. The Company's home office and administrative office address shall be 14755 North Outer Forty Drive, Suite 400, St. Louis, Missouri 63017 or at such other place within the Company's State of domicile as the Board of Directors may determine. The Company may establish branches and agencies in any other part of the State of Missouri, in other states or territories of the United States, or in the District of Columbia.

ARTICLE VI BOARD OF DIRECTORS

6.1 The business and affairs of the Company shall be managed by the Board of Directors. The number of directors of the Company shall be fixed from time to time in the manner provided in the By-laws, or, in the absence of a By-law fixing or providing a manner of determining the number of directors, the number of directors shall be determined by the shareholders. The Board of Directors shall not be less than nine (9) nor more than twenty-five (25) individuals or as otherwise permitted by applicable law, with the number specified in or fixed in accordance with the By-laws, and no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Any director may be removed in accordance with the provisions of the By-laws and the laws of the State of Missouri.

6.2 To the fullest extent permitted by the General and Business Corporation Law of Missouri as in effect on the date hereof and as hereafter amended from time to time, a director of the Company shall not be liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director. If the General and Business Corporation Law of Missouri or any successor statute is amended after adoption of this provision to authorize corporate action

further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the General and Business Corporation Law of Missouri, as so amended from time to time, provided, in no event shall a director be exempt from any obligation imposed by Title XXIII Chapter 351 Sec. Code Annotated. Any repeal or modification of this Section 6.2 by the shareholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification or with respect to events occurring prior to such time.

6.3 In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Company; subject, nevertheless, to the provisions of the laws of the state of Missouri, these 2016 Amended and Restated Articles of Incorporation and to any By-laws from time to time adopted; provided, however, that no by-laws so adopted shall invalidate any prior act of the directors which would have been valid if such by-law had not been adopted.

ARTICLE VII INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Company, the directors and the shareholders are hereby adopted:

7.1 The power to alter, amend, or repeal the By-laws or adopt new by-laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-laws, provided, however, that the Board of Directors may not alter, amend or repeal any by-law establishing what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The By-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company, the directors and shareholders not inconsistent with these 2016 Amended and Restated Articles of Incorporation.

7.2 The Company reserves the right from time to time to amend, alter or repeal each and every provision contained in these 2016 Amended and Restated Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Missouri Insurance Code or the General and Business Corporation Law of Missouri, and all rights conferred upon shareholders at any time are granted subject to this reservation.

The foregoing 2016 Amended and Restated Articles of Incorporation supersedes the previous Amended and Restated Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, Protective Property & Casualty Insurance Company has caused these 2016 Amended and Restated Articles of Incorporation to be executed for it by its Chairman of the Board, Chief Executive Officer and President, and by its Secretary this 27th day of June 2016.

(Signatures on next page)

PROTECTIVE PROPERTY & CASUALTY INSURANCE COMPANY

BY 

M. Scott Karchunas

Its: Chairman of the Board, Chief Executive
Officer and President

BY 

Richard C. Hackett

Its: Secretary

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF AMENDMENT

I, JASON KANDER, Secretary of the State of Missouri, do hereby certify that

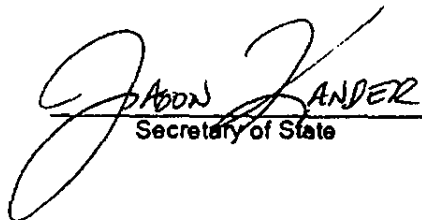
Protective Property & Casualty Insurance Company
100201085

FORMERLY

LYNDON PROPERTY INSURANCE COMPANY

a corporation organized under the laws of Missouri, has delivered to me and that I have filed its Certificate of Amendment of its Articles of Incorporation; that said Corporation has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation and the said Articles are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and
cause to be affixed the GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this 5th day of August, 2016.


Secretary of State

