

F03000005597

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

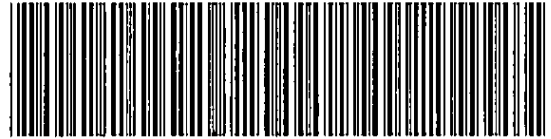
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SECRETARY OF STATE
TALLAHASSEE, FL

AUG 18 2023

D CUSHING

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: American Sentinel Insurance Company

Name of Corporation

DOCUMENT NUMBER: F03000005597

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph Keller

Name of Contact Person

Westmont Associates, Inc.

Firm/Company

1763 Marlton Pike East, Suite 200

Address

Cherry Hill, NJ 08003

City/State and Zip Code

liane@westmontlaw.com

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

For further information concerning this matter, please call:

Joseph Keller

at (856) 216-0220

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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TALLAHASSEE, FL



WESTMONT
ASSOCIATES, INC.

June 20, 2023

Via UPS Delivery

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

Re: **American Sentinel Insurance Company
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

To Whom It Concerns,

Enclosed you will find the resubmission of the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for the insurance company, American Sentinel Insurance Company.

Pursuant to the letter dated June 6, 2023, the Document number of the form required correction. Please find a copy of this letter, along with the corrected application with the corrected document number, attached.

If anything else is required, please contact me at (856) 216-0220 or jkeller@westmontlaw.com.

Thank you for your time and attention.

Sincerely,

Joseph Keller

Joseph Keller



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 8, 2023

JOSEPH KELLER
1763 MARLTON PIKE EAST
SUITE 200
CHERRY HILL, NJ 08003

SUBJECT: AMERICAN SENTINEL INSURANCE COMPANY
Ref. Number: F03000005597

We have received your document for AMERICAN SENTINEL INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

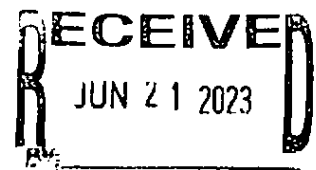
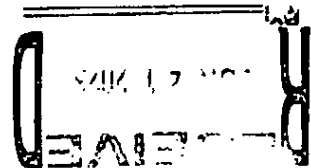
You have incorrect document number on your amendment.

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.

Anissa Butler
Regulatory Specialist II

Letter Number: 523A00013068



www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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)

F03000005597

(Document number of corporation (if known))

1. American Sentinel Insurance Company

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

2. Pennsylvania

(Incorporated under laws of)

3. 02/14/2007

(Date authorized to do business in Florida)

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SECRETARY OF STATE
TALLAHASSEE, 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? Not Applicable

5. Not Applicable

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

Not Applicable

(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.

Not Applicable

(New duration)

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

Missouri

(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.

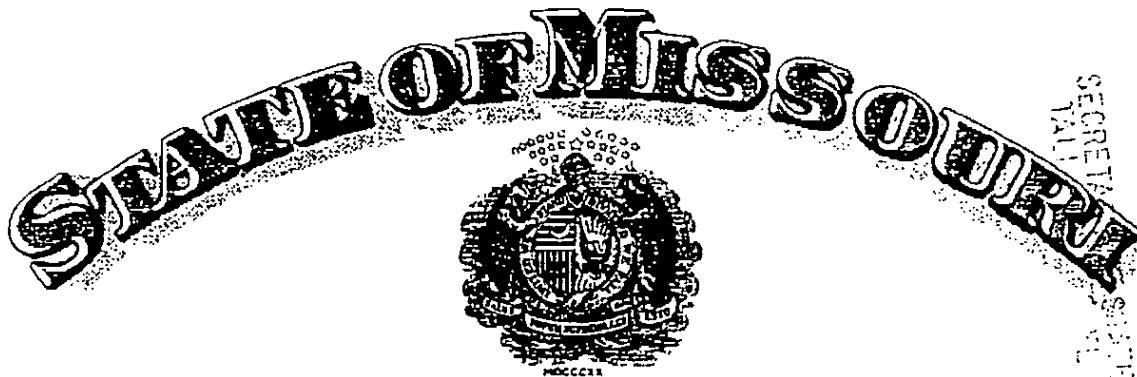
Elissa B. Kenny
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Elissa B. Kenny

(Typed or printed name of person signing)

Secretary

(Title of person signing)



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SECRET
TALL

DEPARTMENT OF COMMERCE & INSURANCE

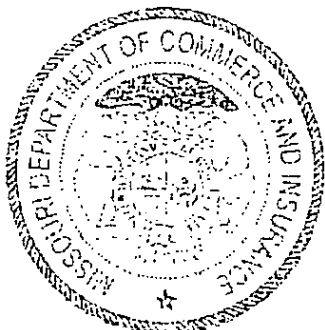
P.O. Box 690, Jefferson City, Mo. 65102-0690

CERTIFIED COPY

I, Chlora Lindley-Myers, Director of the Department of Commerce and Insurance, do hereby certify that the annexed pages are a true and correct copy of the original:

DECLARATION OF INTENTION TO REDOMESTICATE
AND
AMENDED AND RESTATED ARTICLES OF INCORPORATION
Of
AMERICAN SENTINEL INSURANCE COMPANY

Signed and official seal affixed at my office in the City of Jefferson, this 27th day of December, 2022.



Chlora Lindley-Myers
Chlora Lindley-Myers, Director

**DECLARATION OF INTENTION TO REDOMESTICATE
AND
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN SENTINEL INSURANCE COMPANY**

We, the undersigned directors of American Sentinel Insurance Company, a Pennsylvania corporation, being natural persons over the age of eighteen (18), and constituting the entire board of directors of such corporation, do hereby state our intention to redomesticate American Sentinel Insurance Company to the State of Missouri as a property and casualty insurance company in the manner provided in and pursuant to section 375.908, RSMo, and the regulations promulgated pursuant thereto, by amending and restating the certificate of incorporation of American Sentinel Insurance Company to comply with the requirements of sections 379.010 to 379.065 of the Missouri Insurance Code and RSMo section 351.106.

The Amended and Restated Articles of Incorporation of American Sentinel Insurance Company set forth below and made a part of this Declaration of Intention to Redomesticate have been approved, respectively, by the sole shareholder and by the board of directors of American Sentinel Insurance Company.

ARTICLE I

The name of the corporation shall be American Sentinel Insurance Company.

ARTICLE II

The Corporation shall continue its corporate existence without interruption as a corporation from its original date of incorporation on May 16, 1956.

ARTICLE III

The duration of the Corporation is perpetual.

ARTICLE IV

The principal place of business of the Corporation in Missouri shall be 237 East High Street, Jefferson City, Missouri 65102. The executive and administrative office shall be within or without the State of Missouri as designated by its Board of Directors.

ARTICLE V

The Corporation shall have the power and authority necessary and incidental to carry out its corporate purposes and in addition, shall have all the powers and authority granted to like property and casualty stock insurers as authorized under Chapter 379 et. seq. RSMo as amended

and other applicable laws of the State of Missouri as currently provided, or as may be provided by subsequent legislative acts.

The Corporation shall have the power and authority to engage in any lawful act or activity for which corporations may be organized under Chapter 351 of the General and Business Corporation Law of Missouri to the extent the same are not inconsistent with or in conflict with sections 379.010 to 379.070 of the Missouri Insurance Code.

ARTICLE VI

The Corporation shall have authority to issue one million (1,000,000) shares of capital stock having a par value of Ten Dollars (\$10.00) per share, any part of which shall be issued in such manner as the board of directors may declare and as permitted by law. Four hundred thousand (400,000) shares of Common Stock have been issued and are outstanding and fully paid up, amounting to Four Million Dollars (\$4,000,000) in aggregate capital. These Articles do not effect an exchange, reclassification, or cancellation of issued shares, nor do they effect a change in the amount of stated capital of the Corporation.

The Corporation has, and shall maintain, paid-in capital and surplus in excess of the minimum amounts required pursuant to Missouri Insurance Code Section 379.010.5 to transact the lines of insurance for which it is authorized.

ARTICLE VII

The corporate powers of the Corporation shall be vested in a Board of Directors and shall be exercised by the Board and through such officers, agents, employees, and committees, as the Board may, in its discretion, from time to time designate and empower.

The Board shall have the power from time to time to make, amend, or repeal such by-laws, rules, and regulations for the transaction of the business of the Corporation as the Board may deem expedient and as are not inconsistent with these Articles of Incorporation or the constitution or other laws of the State of Missouri.

ARTICLE VIII

The Board of Directors shall consist of not less than nine (9) and not more than twenty-five (25) persons, elected as provided in the by-laws of the Corporation. Meetings of the Board of Directors shall be held at such time and place, and upon such notice, as shall be prescribed by the by-laws of the Corporation.

ARTICLE IX

The names and addresses of the Corporation's directors are as follows:

<u>Name</u>	<u>Address</u>
Mary Katherine Bryan	175 King Street, Armonk, New York 10504

<u>Name</u>	<u>Address</u>
Attila Kerenyi	175 King Street, Armonk, New York 10504
Lisa Butera	175 King Street, Armonk, New York 10504
Robert Burr	175 King Street, Armonk, New York 10504
Marie Di Pilla	175 King Street, Armonk, New York 10504
Julia Roper	175 King Street, Armonk, New York 10504
Natalie Kelly	175 King Street, Armonk, New York 10504
Caroline Ifrah	175 King Street, Armonk, New York 10504
Kali Marino	175 King Street, Armonk, New York 10504

ARTICLE X

The liability of the directors of the Corporation shall be limited to the fullest extent permitted by Missouri law as currently provided, or as may be provided by subsequent legislative acts.

The Corporation shall indemnify the officers and directors of the Corporation from any liability incurred by them as shall be prescribed by the by-laws of the Corporation.

ARTICLE XI

The Corporation reserves the right, at any time and from time to time, to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner prescribed by law; and all rights conferred upon shareholders, directors, or any other persons whomsoever by and pursuant to the Articles of Incorporation in their present form or as hereafter amended are granted subject to this reservation.

Signature page follows.

IN WITNESS WHEREOF, the undersigned, have made and subscribed this Declaration of Intention to Redomesticate and Amended and Restated Articles of Incorporation, for the foregoing uses and purposes, this 22nd day of July, 2022.

DocuSigned by:
Caroline Ibrah
31906B4138D1427...
Caroline Ibrah

DocuSigned by:
Mary Katherine Bryan
EB6FD41307A84A8...
Mary Katherine Bryan

DocuSigned by:
Julia Roper
00058E7B7F77401...
Julia Roper

DocuSigned by:
Lisa Butera
B0B8341B23284A0...
Lisa Butera

DocuSigned by:
Attila Kerenyi
6AF557BA3E8544C...
Attila Kerenyi

DocuSigned by:
Robert Burr
B148A0FA2223417...
Robert Burr

DocuSigned by:
Natalie Kelly
7F7D2008C1F5445...
Natalie Kelly

DocuSigned by:
Marie Di Pilla
2A8366CB60DF4F8...
Marie Di Pilla

DocuSigned by:
Kali Marino
840F91F003EC40E...
Kali Marino