

FD410000059168

(Requestor's Name)

(Address)

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(Business Entity Name)

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APR 26 2017
R. WHITE

17 APR 26 AM 10:07



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 17, 2017

ALAN PHELPS
5500 INTERSTATE PKWY
ATLANTA, GA 30328-0128

SUBJECT: ASSURANCEAMERICA INSURANCE COMPANY
Ref. Number: F04000005968

We have received your document for ASSURANCEAMERICA 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):

The documents I sent you were just for guidelines for filing "amended and restated articles of incorporation" as there is no form for filing this type of document and the document you submitted to this office indicated that is what you were trying to file. Furthermore, it is unclear what you are trying to file. If it is to redomesticate, it would be articles of domestication. Please advise what action you are attempting to make, as articles of amendment for a Florida corporation cannot be filed for Foreign corporation.

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.

Rebekah White
Regulatory Specialist II

Letter Number: 017A00007380



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 31, 2017

ALAN PHELPS
5500 INTERSTATE PKWY STE 600
ATLANTA, GA 30328

SUBJECT: ASSURANCEAMERICA INSURANCE COMPANY
Ref. Number: F04000005968

We have received your document for ASSURANCEAMERICA 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):

The document you have submitted does not meet the filing requirements of this office. Please see the enclosed information for guidelines on filing amended and restated articles of incorporation.

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.

Rebekah White
Regulatory Specialist II

Letter Number: 417A00006252

RECEIVED
17 APR 14 PM 2:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



April 12, 2017

Florida Department of State
Division of Corporations
Clifton Building, 2661 Executive Center Circle
Tallahassee, FL 32301
Attn: Rebekah White, Specialist II

RE: AssuranceAmerica Insurance Company Amended Articles of Incorporation due to Redomestication – Ref. Number: F04000005968

Please find the Amended Articles of Incorporation for AssuranceAmerica Insurance Company due to redomestication from South Carolina to Nebraska, cover letter, your letter dated March 31 2017 and Articles of Amendment. As noted in your letter, we have already forwarded a check for \$35.00. The Florida Office of Insurance Regulation requires that we supply a Florida Department of State document acknowledging the company filing amended charter documents. Please forward such a document to me at the address below.

Please contact me with any questions. Thanks very much.

Sincerely,

A handwritten signature in black ink, appearing to read 'Alan Phelps', written over a horizontal line.

Alan Phelps

Sr. Counsel Compliance
Assurance America
5500 Interstate Pkwy, Ste 600
Atlanta, GA 30328-0128
Phone: 770-952-0200 x 6136
aphelps@aainsco.com

Enc.

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AssuranceAmerica Insurance Company

DOCUMENT NUMBER: F04000005968

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alan Phelps

Name of Contact Person

AssuranceAmerica Insurance Company

Firm/ Company

5500 Interstate North Parkway, Suite 600

Address

Atlanta, GA 30309

City/ State and Zip Code

aphelps@aaainsco.com

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

For further information concerning this matter, please call:

Alan Phelps

at (770) 952.0200

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

Already Submitted

☒ \$35 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

17 APR 26 AM 10:07

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ASSURANCEAMERICA INSURANCE COMPANY

These Amended and Restated Articles of Incorporation are executed pursuant to the applicable provisions of the Nebraska Business Corporation Act and the Nebraska Insurance Code, and are hereby restated and amended to read as follows:

ARTICLE I

The name of the corporation is AssuranceAmerica Insurance Company.

ARTICLE II

The address of the registered office of the Corporation in the State of Nebraska shall be 5601 South 59th Street, Lincoln, Nebraska, 68516, and the Registered Agent of the Corporation at such address shall be CT Corporation.

ARTICLE III

The principal place of business shall be located at 10306 Regency Parkway Drive, Omaha, Nebraska, 68114-3743, or at such other place within the State of Nebraska as the Board of Directors may determine.

ARTICLE IV

The Corporation shall have perpetual duration.

ARTICLE V

The purpose of the Corporation shall be to engage in the business of property and casualty and automobile insurance as authorized and permitted by the Nebraska Insurance Code as now in effect or as may hereinafter be amended; to transact any business that is desirable, permitted or necessary to be transacted in accordance with such insurance business; and to engage in any lawful act or activity for which stock insurers may be organized under the Nebraska Insurance Code and the Nebraska Revised Statutes Annotated.

ARTICLE VI

The Corporation is authorized to issue a single class of shares. The total number of shares authorized is One Thousand (1,000).

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ARTICLE VII

The Corporation shall provide indemnification to the fullest extent authorized by the Nebraska Business Corporation Act, as such law currently exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to the amendment) to directors and officers of the Corporation and to persons serving at the request of the Corporation as a director, officer, employee or agent of another company or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans. The Corporation may, by acts of its Board of Directors, provide indemnification to employees and agents of the company with the same scope and effect as the foregoing indemnification of directors and officers.

ARTICLE III

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner now and hereinafter permitted by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

These Amended and Restated Articles of Incorporation were entitled to be voted upon by the holders of 1000 shares of outstanding common stock of the Corporation and 1000 shares voted for the amendments.

These Amended and Restated Articles of Incorporation and the amendments and restatements effected hereby, have been duly adopted by the stockholders of the Corporation in accordance with the provisions of Section 21-20, 118 of the Nebraska Business Corporation Act and have been duly adopted in accordance with the provisions of the Articles of Incorporation heretofore amended.

These Amended and Restated Articles of Incorporation shall become effective at the time they are filed in the office of the Secretary of State of the State of Nebraska.

I, the undersigned, being the Secretary of the Corporation, hereby declare and certify that these Amended and Restated Articles of Incorporation are the act and deed of the Corporation and accordingly have set my hand this 26th day of August, 2016.

ASSURANCEAMERICA INSURANCE
COMPANY

By:


Secretary

The date of each amendment(s) adoption: August 26, 2016, if other than the date this document was signed.

Effective date if applicable: December 7, 2016
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval
by _____."
(voting group)
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 4-12-17

Signature Mark H. Hain

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mark H. Hain

(Typed or printed name of person signing)

Executive Vice President, Secretary, General Counsel

(Title of person signing)