

F04000007281

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

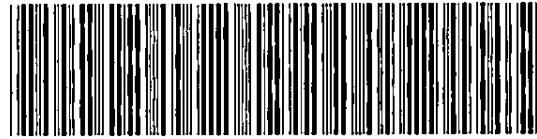
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200397348332

NIC & AmeriQ

2022 NOV 16 PM 12:06

FILED

11/15/22--01022--015 \*\*45.75

ALLAHASSEE, FL 09

2022 NOV 15 AM 10:57

RECEIVED

A. RAMSEY

NOV 16 2022



## Filing Cover Sheet

To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.

Date: 11/15/2022

Trans#: 1340414

Entity Name: PLANS' LIABILITY INSURANCE COMPANY - F04000007281

Articles of Incorporation ( )

Articles of Dissolution ( )

Conversion ( )

Foreign Qualification ( )

Limited Partnership ( )

Reinstatement ( )

Other ( )

Articles of Amendment (XXX)

Annual Report ( )

Fictitious Name ( )

Limited Liability ( )

Merger ( )

Withdrawal / Cancellation ( )

Partnership Registration ( )

STATE FEES PREPAID WITH CHECK #3040 FOR \$43.75

PLEASE RETURN:

Certified Copy (XXX) Plain Stamped Copy ( )

Good Standing ( ) Certificate of Fact ( )



## **Filing Cover Sheet**

To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.

Date: 11/15/2022

Trans#: 1340414

Entity Name: **PLANS' LIABILITY INSURANCE COMPANY - F04000007281**

Articles of Incorporation ( )

Articles of Dissolution ( )

Conversion ( )

Foreign Qualification ( )

Limited Partnership ( )

Reinstatement ( )

Other ( )

Articles of Amendment (XXX)

Annual Report ( )

Fictitious Name ( )

Limited Liability ( )

Merger ( )

Withdrawal / Cancellation ( )

Partnership Registration ( )

STATE FEES PREPAID WITH CHECK #3040 FOR \$43.75

### **PLEASE RETURN:**

Certified Copy (XXX) Plain Stamped Copy ( )

Good Standing ( ) Certificate of Fact ( )

**COVER LETTER**

**TO:** Amendment Section Division of Corporations

**SUBJECT:** Plans' Liability Insurance Company

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** F04000007281

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer Kraham, Esq.

\_\_\_\_\_  
Name of Contact Person

Kutak Rock, LLP

\_\_\_\_\_  
Firm Company

8601 N. Scottsdale Road, Suite 300

\_\_\_\_\_  
Address

Scottsdale, AZ 85253

\_\_\_\_\_  
City/State and Zip Code

regulatory.request@fortitude-re.com

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

For further information concerning this matter, please call:

Erin Dunne

480 429-7193

\_\_\_\_\_  
Name of Contact Person

at ( ) \_\_\_\_\_  
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

**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)**

FO4000007281

(Document number of corporation (if known))

1. Plans' Liability Insurance Company  
\_\_\_\_\_  
(Name of corporation as it appears on the records of the Department of State)
2. Ohio 3. 12/20/2004  
\_\_\_\_\_  
(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? August 22, 2022  
\_\_\_\_\_
5. Fortitude 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. **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 \_\_\_\_\_

\_\_\_\_\_  
(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*

FILED  
2022 NOV 16 PM 12:05

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

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Secretary	Wesley C. Bell	80 South Main Street	<input type="checkbox"/> Add
<del>8</del> Director		Hanover, NH 03755	<input checked="" type="checkbox"/> Remove
Treasurer	David G. Staples	80 South Main Street	<input type="checkbox"/> Add
<del>8</del> Director		Hanover, NH 03755	<input checked="" type="checkbox"/> Remove
President	Todd C. Pozefsky	80 South Main Street	<input type="checkbox"/> Add
<del>8</del> Director		Hanover, NH 03755	<input checked="" type="checkbox"/> Remove
Director	Brendon D. Luby	80 South Main Street	<input type="checkbox"/> Add
		Hanover, NH 03755	<input checked="" type="checkbox"/> Remove
Director	Reid T. Campbell	80 South Main Street	<input type="checkbox"/> Add
		Hanover, NH 03755	<input checked="" 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.

DocuSigned by:

*Adam J. Greenhut*

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

Asst. Secretary

Adam J. Greenhut

(Typed or printed name of person signing)

(Title of person signing)

re

**FILING FEE \$35.00**

## #9 Continued

<b>Title/Capacity</b>	<b>Name</b>	<b>Address</b>	<b>Type of action</b>
Director	Alon Neches	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Director	Kai Talarek	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Director	Ciara Burnham	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Director	Jane Tutoki	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Director	Richard Patching	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Director, Chairman	Brian T. Schreiber	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Director	Samuel J. Weinhoff	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
President and Chief Executive Officer	Alon Neches	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Senior Vice President, General Counsel and Secretary	Jeffrey S. Burman	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Senior Vice President, Chief Operating Officer	Sean F. Coyle	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Senior Vice President, Chief Financial Officer	Kai Talarek	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Senior Vice President, Chief Risk Officer	Andrew Sooboodoo	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Senior Vice President and Chief Investment Officer	Jeffrey P. Mauro	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Senior Vice President	John M. McGregor	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD

Vice President and Chief Actuary	Nelson Lee	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Vice President and Treasurer	Alan Stewart	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Director of Internal Audit	Jamie Schmerer	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Vice President and Director of Tax	Brian P. Orndorf	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD
Assistant Secretary	Adam J. Greenhut	10 Exchange Place Suite 2210 Jersey City, NJ 07302	ADD



UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF SECRETARY OF STATE

*I, Frank LaRose, Secretary of State of the State of Ohio, do hereby certify  
that the paper to which this is attached is a true and correct copy from the original  
record now in my official custody as Secretary of State.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
30th day of August, A.D. 2022.*

Ohio Secretary of State

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Validation Number:

202224201258



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
08/23/2022	202223500412	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00

### Receipt

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

CT CORPORATION SYSTEM  
4400 EASTON COMMONS WAY SUITE 125  
ATTN: KAITY TOON  
COLUMBUS, OH 43219

## STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose  
677461

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

**FORTITUDE CASUALTY INSURANCE COMPANY**

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

Document(s)

**AMENDED/RESTATED ARTICLES**

Effective Date: 08/22/2022

Document No(s):

**202223500412**



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  
23rd day of August, A.D. 2022.

Ohio Secretary of State

Form 540 Prescribed by:



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

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 1379  
Columbus, OH 43216

Expedite Filing (Two business day processing time.  
Requires an additional \$100.00)

P.O. Box 1390  
Columbus, OH 43216

For screen readers, follow instructions located at this path:

**Certificate of Amendment**  
**(For-Profit, Domestic Corporation)**  
**Filing Fee: \$50**  
**Form Must Be Typed**

**RECEIVED**

AUG 22 2022

Check appropriate box:

OHIO SECRETARY OF STATE

- ☐ 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

Complete the following information:

Name of Corporation

Plans' Liability Insurance Company

(Fortitude Casualty Insurance Company)

Charter Number

677461

Check 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.

- ☐ The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.

A 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.

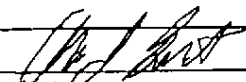
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**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

By (if applicable)

Adam J. Greenhut  
Print Name

Signature

By (if applicable)

Print Name

**EXECUTION VERSION**

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PLANS' LIABILITY INSURANCE COMPANY**

WHEREAS, these Second Amended and Restated Articles of Incorporation have been unanimously approved and adopted by the Board of Directors of Plans' Liability Insurance Company, an Ohio corporation (the "Corporation"), have been approved by the affirmative vote of at least a majority of the votes cast by shareholders of the Corporation entitled to vote thereon, with such majority being the requisite approval required under the Corporation's amended and restated articles of incorporation in effect prior to these Amended and Restated Articles of Incorporation taking effect;

NOW THEREFORE, IT IS HEREBY RESOLVED, that these Second Amended and Restated Articles of Incorporation hereby amend, restate, supersede and replace in their entirety all previous articles of incorporation of the Corporation.

**ARTICLE I**  
**Name**

The name of the Corporation shall be changed to "Fortitude Casualty Insurance Company".

**ARTICLE II**  
**Place of Business**

The principal place of business of the Corporation shall be in the State of Ohio where its principal office is to be located in the City of Columbus, County of Franklin, State of Ohio. The Corporation may transact business anywhere designated by the Board of Directors.

**ARTICLE III**  
**Statutory Agent**

The name of the statutory agent is CT Corporation System at 4400 Easton Commons, Suite 125, Columbus, OH, 43219. The mailing address of the statutory agent is 4400 Easton Commons, Suite 125, Columbus, OH, 43219.

**ARTICLE IV**  
**Duration**

The Corporation shall have perpetual existence hereafter, pursuant to Section 1701.04 of the Ohio Revised Code, as amended. The fiscal year end of the Corporation shall be December 31 of each year.

---

## **ARTICLE V**

### **Purposes**

The Corporation shall have unlimited power to engage in, and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Ohio Revised Code. More specifically, the Corporation is organized for the purpose of transacting any one or more or all of the kinds of insurance described in and authorized by Section 3941.02 of the Ohio Revised Code as it now exists or may hereafter be amended and to do all things which are necessary, convenient or incident thereto.

## **ARTICLE VI**

### **Capital Stock**

The maximum number of shares which the Corporation is authorized to have outstanding is One Thousand Shares, all of the same class, and the par value per share of said shares shall be Six Thousand Dollars (\$6,000.00), and the aggregate par value of all shares which the Corporation is authorized to have outstanding is Six Million Dollars (\$6,000,000.00). The Corporation shall maintain paid-in capital in the amount of not less than Two Million Five Hundred Thousand Dollars (\$2,500,000.00).

## **ARTICLE VII**

### **Indebtedness**

There are no limitations on the Corporation's indebtedness.

## **ARTICLE VIII**

### **Directors**

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than five (5) nor more than twenty-one (21) Directors, with the exact number to be fixed from time to time pursuant to a resolution adopted by a majority of the Board of Directors in office. The Board of Directors shall initially consist of seven (7) directors that were previously appointed, the names and addresses of which are listed in Article X. Each director shall serve until his or her successor is elected and qualified or until his or her earlier resignation or removal as provided in the Corporation's Regulations.

## **ARTICLE IX**

### **Officers**

The Officers of this Corporation are set forth in Article X. Any subsequent Officers and those Officers' terms shall be set out in the Regulations of the Corporation. The Officers' powers are as granted in the Regulations.

## **ARTICLE X**

### **Names of Officers and Directors**

The names and addresses of the Corporation's Officers and Directors at the time of its incorporation are included within the original incorporation documents of the Corporation. The

---

following Officers and Directors have taken their positions effective immediately upon the resignation of the prior Officers and Directors of the Corporation:

Officers:

James Bracken, President and Chief Executive Officer  
10 Exchange Place  
Jersey City, NJ 07302

Jeffrey S. Burman, Executive Vice President, General Counsel and Secretary  
10 Exchange Place  
Jersey City, NJ 07302

Sean F. Coyle, Executive Vice President and Chief Operating Officer  
10 Exchange Place  
Jersey City, NJ 07302

Kai Talarek, Executive Vice President and Chief Financial Officer  
10 Exchange Place  
Jersey City, NJ 07302

Andrew Sooboodoo, Executive Vice President and Chief Risk Officer  
10 Exchange Place  
Jersey City, NJ 07302

Jeffrey P. Mauro, Executive Vice President and Chief Investment Officer  
10 Exchange Place  
Jersey City, NJ 07302

John M. McGregor, Executive Vice President  
10 Exchange Place  
Jersey City, NJ 07302

Nelson Lee, Vice President and Chief Actuary  
10 Exchange Place  
Jersey City, NJ 07302

Alan Stewart, Vice President and Treasurer  
10 Exchange Place  
Jersey City, NJ 07302

Jamie Schmerer, Director of Internal Audit  
10 Exchange Place  
Jersey City, NJ 07302

Brian P. Orndorff, Vice President and Director of Tax  
10 Exchange Place

---

Jersey City, NJ 07302

Adam J. Greenhut, Assistant Secretary  
10 Exchange Place  
Jersey City, NJ 07302

Directors:

Brian T. Schreiber  
10 Exchange Place  
Jersey City, NJ 07302

James Bracken  
10 Exchange Place  
Jersey City, NJ 07302

Samuel Weinhoff  
10 Exchange Place  
Jersey City, NJ 07302

Richard Patching  
10 Exchange Place  
Jersey City, NJ 07302

Jane Tutoki  
10 Exchange Place  
Jersey City, NJ 07302

Kai Talarek  
10 Exchange Place  
Jersey City, NJ 07302

Ciara Burnham  
10 Exchange Place  
Jersey City, NJ 07302

**ARTICLE XI**  
**Annual Shareholders' Meeting**

The Corporation shall hold an annual shareholders' meeting. The annual meeting of shareholders shall be held on the first day of April or at such other date, place, and time as the Board of Directors may determine.



**ARTICLE XII**  
**Limitation of Liability**

Private property of the shareholders, directors, and officers shall not be subject to the payment of the corporate debts to any extent whatsoever. To the fullest extent permitted by the laws of the State of Ohio, as such laws may now or hereafter exist, Directors of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for acts or omissions occurring in their capacity as Directors. Any repeal or amendment of this Article shall operate prospectively only and shall not adversely affect any limitation of liability which then exists under this Article.

This Article XII shall not be amended or repealed without the unanimous consent of the shareholders.

**ARTICLE XIII**  
**Indemnification of Directors and Officers**

The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by the Ohio Revised Code and the Regulations of the Corporation. This Article XIII shall apply to any liability of any spouse of the any person to whom this Article is applicable if the liability of said spouse is based on the conduct of the person covered by this action.

The Corporation shall indemnify against any and all loss and liability to persons who are named or threatened to be named in any lawsuits or other proceedings, whether civil, criminal, administrative, or investigative (collectively, the foregoing are "Proceedings"), as a result of their service to the Corporation or any other entity for which the Corporation requested service, as Directors, Officers, employees, or agents of the Corporation or such entity, to the fullest extent permitted by the laws of the State of Ohio as such laws may now or hereafter exist.

The Corporation shall, as to such Directors and Officers, and may, as to such agents and employees, advance expenses incurred by reason of being named or threatened to be named in any Proceedings, as a result of the service of such Directors, Officers, agents, and employees to the Corporation or any other entity for which the Corporation requested service, as Directors, Officers, employees, or agents of the Corporation or such entity, to the fullest extent permitted by the laws of the State of Ohio as such laws may now or hereafter exist.

The Corporation may, as to such Directors, Officers, employees, or agents, purchase and maintain insurance to indemnify or hold them harmless against any liability asserted against such person and incurred by such person in such capacity, or arising out of his or her status in that capacity, to the fullest extent permitted by the laws of the State of Ohio as such laws may now or hereafter exist. Such rights conferred in this Article shall not be deemed exclusive of any other rights or limitations to which such person may be entitled or subject to under any Bylaw, agreement, vote of shareholders, or otherwise.

Any repeal or amendment of this Article XIII shall operate prospectively only and shall not adversely affect any rights which then exist under this Article.

---

**ARTICLE XIV**  
**Amendment**

These Articles, with the exception of Article XIII, may be amended by the shareholders as provided for in Section 1701.69 of the Ohio Revised Code, as amended. Any such amendment may only be proposed by any shareholder who provides at least ten days' notice to all other shareholders of a meeting to vote on such amendment, which notice may be waived, prior to a shareholders' vote on the proposed amendment.

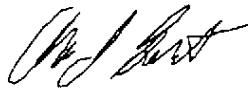
**ARTICLE XV**  
**Code of Regulations**

The Board of Directors shall have the power without the assent or vote of the shareholders to adopt, amend, alter or repeal the Code of Regulations (the "Regulations") of the Corporation, except to the extent that the Regulations, the Revised Code of Ohio or these Articles otherwise provide.

---

IN WITNESS WHEREOF, the undersigned assistant secretary of the Corporation has executed these Second Amended and Restated Articles of Incorporation this 22<sup>nd</sup> day of July, 2022.

FORTITUDE CASUALTY INSURANCE COMPANY



By: \_\_\_\_\_  
Title: Assistant Secretary

**ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of Fortitude Casualty Insurance Company effective this 19th day of August, 2022.

CT Corporation System



By: Jayne Nickel Asst. Secretary



**DAVE YOST**  
OHIO ATTORNEY GENERAL

Health and Human Services  
Office 614-752-5585

July 22, 2022

Via Electronic Mail Only

Ms. Mary Jo Hudson, Esq.  
Mr. Bevan Blake, Esq.  
2000 Huntington Center  
41 South High Street  
Columbus, OH 43215  
[maryjo.hudson@squarepb.com](mailto:maryjo.hudson@squarepb.com)  
[bevan.blake@squarepb.com](mailto:bevan.blake@squarepb.com)

RE: Plans' Liability Insurance Company  
Proposed Second Amended and Restated  
Articles of Incorporation

Dear Ms. Hudson and Mr. Blake:

I have reviewed the proposed second amended and restated articles of incorporation of Plans' Liability Insurance Company submitted to the Ohio Department of Insurance (hereinafter "ODI") and received by our office on June 23, 2022.<sup>1</sup> I have consulted with ODI, which has expressed its approval of the proposed amendments. Based upon our review of the above-referenced documents and our review of the relevant statutes, the amendments, as proposed, appear to be in accordance with the constitution and laws of Ohio and of the United States, pursuant to section 3925.01 of the Revised Code.

Sincerely,

DAVE YOST  
Ohio Attorney General

/s/ Chelsea Fletcher Cook  
Chelsea Fletcher Cook  
Assistant Attorney General

CFC/cfc

Cc: Sean P. Sheridan, Esq., ODI ([Sean.sheridan@insurance.ohio.gov](mailto:Sean.sheridan@insurance.ohio.gov))  
Ohio Secretary of State's Office, Attn: Allison DeSantis ([adesantis@ohiosos.gov](mailto:adesantis@ohiosos.gov))

Enclosures

<sup>1</sup> The proposed second amended and restated articles of incorporation of Plans' Liability Insurance Company, as received, is attached hereto (9 pages)



**Department  
of Insurance**

Mike DeWine, Governor | Judith L. French, Director  
Jon Husted, Lt. Governor

50 West Town Street  
Third Floor – Suite 300  
Columbus, OH 43215-4186  
(614) 644-2658  
[www.insurance.ohio.gov](http://www.insurance.ohio.gov)

June 23, 2022

**(VIA EMAIL ONLY: [Chelsea.FletcherCook@OhioAGO.gov](mailto:Chelsea.FletcherCook@OhioAGO.gov))**

Chelsea Fletcher Cook, Esq.  
Assistant Attorney General – Health & Human Services Section  
Office of Ohio Attorney General Dave Yost  
30 E. Broad St., 26th Floor  
Columbus, Ohio 43215

**Re: Plans' Liability Insurance Company  
Proposed Second Amended and Restated Articles of Incorporation**

Dear Chelsea:

The Ohio Department of Insurance ("Department") received the proposed Second Amended and Restated Articles of Incorporation of Plans' Liability Insurance Company ("Company"). The proposed amendments include changing the name of the Company to "Fortitude Casualty Insurance Company."

Based upon my review, the Department extends its pre-clearance to the Company's proposed Second Amended and Restated Articles of Incorporation, a copy of which are attached to this correspondence. Thank you for your assistance in this matter.

Sincerely,

*Sean P. Sheridan*

Sean P. Sheridan  
Staff Attorney  
Ohio Department of Insurance

cc: Bevan Blake, Esq. (via email only)  
Mary Jo Hudson, Esq. (via email only)

Enclosure

**EXECUTION VERSION**

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PLANS' LIABILITY INSURANCE COMPANY**

WHEREAS, these Second Amended and Restated Articles of Incorporation have been unanimously approved and adopted by the Board of Directors of Plans' Liability Insurance Company, an Ohio corporation (the "Corporation"), have been approved by the affirmative vote of at least a majority of the votes cast by shareholders of the Corporation entitled to vote thereon, with such majority being the requisite approval required under the Corporation's amended and restated articles of incorporation in effect prior to these Amended and Restated Articles of Incorporation taking effect;

NOW THEREFORE, IT IS HEREBY RESOLVED, that these Second Amended and Restated Articles of Incorporation hereby amend, restate, supersede and replace in their entirety all previous articles of incorporation of the Corporation.

**ARTICLE I**

**Name**

The name of the Corporation shall be changed to "Fortitude Casualty Insurance Company".

**ARTICLE II**

**Place of Business**

The principal place of business of the Corporation shall be in the State of Ohio where its principal office is to be located in the City of Columbus, County of Franklin, State of Ohio. The Corporation may transact business anywhere designated by the Board of Directors.

**ARTICLE III**

**Statutory Agent**

The name of the statutory agent is CT Corporation System at 4400 Easton Commons, Suite 125, Columbus, OH, 43219. The mailing address of the statutory agent is 4400 Easton Commons, Suite 125, Columbus, OH, 43219.

**ARTICLE IV**

**Duration**

The Corporation shall have perpetual existence hereafter, pursuant to Section 1701.04 of the Ohio Revised Code, as amended. The fiscal year end of the Corporation shall be December 31 of each year.

## **ARTICLE V**

### **Purposes**

The Corporation shall have unlimited power to engage in, and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Ohio Revised Code. More specifically, the Corporation is organized for the purpose of transacting any one or more or all of the kinds of insurance described in and authorized by Section 3941.02 of the Ohio Revised Code as it now exists or may hereafter be amended and to do all things which are necessary, convenient or incident thereto.

## **ARTICLE VI**

### **Capital Stock**

The maximum number of shares which the Corporation is authorized to have outstanding is One Thousand Shares, all of the same class, and the par value per share of said shares shall be Six Thousand Dollars (\$6,000.00), and the aggregate par value of all shares which the Corporation is authorized to have outstanding is Six Million Dollars (\$6,000,000.00). The Corporation shall maintain paid-in capital in the amount of not less than Two Million Five Hundred Thousand Dollars (\$2,500,000.00).

## **ARTICLE VII**

### **Indebtedness**

There are no limitations on the Corporation's indebtedness.

## **ARTICLE VIII**

### **Directors**

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than five (5) nor more than twenty-one (21) Directors, with the exact number to be fixed from time to time pursuant to a resolution adopted by a majority of the Board of Directors in office. The Board of Directors shall initially consist of seven (7) directors that were previously appointed, the names and addresses of which are listed in Article X. Each director shall serve until his or her successor is elected and qualified or until his or her earlier resignation or removal as provided in the Corporation's Regulations.

## **ARTICLE IX**

### **Officers**

The Officers of this Corporation are set forth in Article X. Any subsequent Officers and those Officers' terms shall be set out in the Regulations of the Corporation. The Officers' powers are as granted in the Regulations.

## **ARTICLE X**

### **Names of Officers and Directors**

The names and addresses of the Corporation's Officers and Directors at the time of its incorporation are included within the original incorporation documents of the Corporation. The



---

following Officers and Directors have taken their positions effective immediately upon the resignation of the prior Officers and Directors of the Corporation:

Officers:

James Bracken, President and Chief Executive Officer  
10 Exchange Place  
Jersey City, NJ 07302

Jeffrey S. Burman, Executive Vice President, General Counsel and Secretary  
10 Exchange Place  
Jersey City, NJ 07302

Sean F. Coyle, Executive Vice President and Chief Operating Officer  
10 Exchange Place  
Jersey City, NJ 07302

Kai Talarek, Executive Vice President and Chief Financial Officer  
10 Exchange Place  
Jersey City, NJ 07302

Andrew Sooboodoo, Executive Vice President and Chief Risk Officer  
10 Exchange Place  
Jersey City, NJ 07302

Jeffrey P. Mauro, Executive Vice President and Chief Investment Officer  
10 Exchange Place  
Jersey City, NJ 07302

John M. McGregor, Executive Vice President  
10 Exchange Place  
Jersey City, NJ 07302

Nelson Lee, Vice President and Chief Actuary  
10 Exchange Place  
Jersey City, NJ 07302

Alan Stewart, Vice President and Treasurer  
10 Exchange Place  
Jersey City, NJ 07302

Jamie Schmerer, Director of Internal Audit  
10 Exchange Place  
Jersey City, NJ 07302

Brian P. Orndorff, Vice President and Director of Tax  
10 Exchange Place

Jersey City, NJ 07302

Adam J. Greenhut, Assistant Secretary  
10 Exchange Place  
Jersey City, NJ 07302

Directors:

Brian T. Schreiber  
10 Exchange Place  
Jersey City, NJ 07302

James Bracken  
10 Exchange Place  
Jersey City, NJ 07302

Samuel Weinhoff  
10 Exchange Place  
Jersey City, NJ 07302

Richard Patching  
10 Exchange Place  
Jersey City, NJ 07302

Jane Tutoki  
10 Exchange Place  
Jersey City, NJ 07302

Kai Talarek  
10 Exchange Place  
Jersey City, NJ 07302

Ciara Burnham  
10 Exchange Place  
Jersey City, NJ 07302

**ARTICLE XI**  
**Annual Shareholders' Meeting**

The Corporation shall hold an annual shareholders' meeting. The annual meeting of shareholders shall be held on the first day of April or at such other date, place, and time as the Board of Directors may determine.

**ARTICLE XII**  
**Limitation of Liability**

Private property of the shareholders, directors, and officers shall not be subject to the payment of the corporate debts to any extent whatsoever. To the fullest extent permitted by the laws of the State of Ohio, as such laws may now or hereafter exist, Directors of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for acts or omissions occurring in their capacity as Directors. Any repeal or amendment of this Article shall operate prospectively only and shall not adversely affect any limitation of liability which then exists under this Article.

This Article XII shall not be amended or repealed without the unanimous consent of the shareholders.

**ARTICLE XIII**  
**Indemnification of Directors and Officers**

The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by the Ohio Revised Code and the Regulations of the Corporation. This Article XIII shall apply to any liability of any spouse of the any person to whom this Article is applicable if the liability of said spouse is based on the conduct of the person covered by this action.

The Corporation shall indemnify against any and all loss and liability to persons who are named or threatened to be named in any lawsuits or other proceedings, whether civil, criminal, administrative, or investigative (collectively, the foregoing are "Proceedings"), as a result of their service to the Corporation or any other entity for which the Corporation requested service, as Directors, Officers, employees, or agents of the Corporation or such entity, to the fullest extent permitted by the laws of the State of Ohio as such laws may now or hereafter exist.

The Corporation shall, as to such Directors and Officers, and may, as to such agents and employees, advance expenses incurred by reason of being named or threatened to be named in any Proceedings, as a result of the service of such Directors, Officers, agents, and employees to the Corporation or any other entity for which the Corporation requested service, as Directors, Officers, employees, or agents of the Corporation or such entity, to the fullest extent permitted by the laws of the State of Ohio as such laws may now or hereafter exist.

The Corporation may, as to such Directors, Officers, employees, or agents, purchase and maintain insurance to indemnify or hold them harmless against any liability asserted against such person and incurred by such person in such capacity, or arising out of his or her status in that capacity, to the fullest extent permitted by the laws of the State of Ohio as such laws may now or hereafter exist. Such rights conferred in this Article shall not be deemed exclusive of any other rights or limitations to which such person may be entitled or subject to under any Bylaw, agreement, vote of shareholders, or otherwise.

Any repeal or amendment of this Article XIII shall operate prospectively only and shall not adversely affect any rights which then exist under this Article.

#### **ARTICLE XIV**

##### **Amendment**

These Articles, with the exception of Article XIII, may be amended by the shareholders as provided for in Section 1701.69 of the Ohio Revised Code, as amended. Any such amendment may only be proposed by any shareholder who provides at least ten days' notice to all other shareholders of a meeting to vote on such amendment, which notice may be waived, prior to a shareholders' vote on the proposed amendment.

#### **ARTICLE XV**

##### **Code of Regulations**

The Board of Directors shall have the power without the assent or vote of the shareholders to adopt, amend, alter or repeal the Code of Regulations (the "Regulations") of the Corporation, except to the extent that the Regulations, the Revised Code of Ohio or these Articles otherwise provide.

IN WITNESS WHEREOF, the undersigned director of the Corporation has executed these Second Amended and Restated Articles of Incorporation this \_\_\_\_<sup>th</sup> day of \_\_\_\_\_, 2022.

FORTITUDE CASUALTY INSURANCE COMPANY

\_\_\_\_\_  
By: James Bracken

Title: Director

**ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of  
Fortitude Casualty Insurance Company effective this \_\_\_\_th day of \_\_\_\_\_, 2022.

CT Corporation System

\_\_\_\_\_  
By: \_\_\_\_\_