

15000000 4230

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

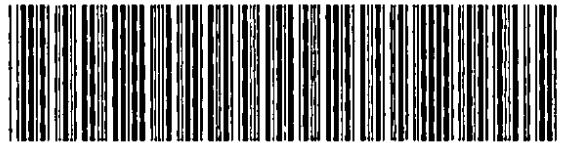
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100325849051

03/15/13--01018--025 **35.00

R. WHITE
MAR 01 2013

FILED
2013 APR 30 AM 11:12
FBI - JED

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: American Mining Insurance Company
Name of Corporation

DOCUMENT NUMBER: F15000004230

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donna Burns

Name of Contact Person

Donna Burns Insurance Consultant

Firm/Company

P. O. Box 397

Address

Fayetteville, TX 78940

City/State and Zip Code

rcourington@americanmining.com

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

For further information concerning this matter, please call:

Rosemary Courington at (205) 874-8230
Name of Contact Person 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

468935

SECRETARY OF STATE
IOWA

13 DEC 10 AM 9:14

500.00 KARE 2 2/11/13

ARTI

576938

**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN MINING INSURANCE COMPANY**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act (the "Iowa Act"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation (the "Restated Articles").

1. The name of the corporation is American Mining Insurance Company (the "Company"). Prior to the filing of these Restated Articles with the Iowa Secretary of State, the Company was a stock property and casualty corporation incorporated in the State of Alabama and subject to the Code of Alabama, and the subsequent redomestication of the Company from the State of Alabama to the State of Iowa in accordance with Sections 490.902 and 515.78 of the Iowa Code (2013) transpired on December 15, 2013.
2. The text of the Restated Articles is attached hereto.
3. The Restated Articles supersedes all previous versions of the Company's articles or certificates of incorporation and amendments thereto.
4. The Restated Articles were duly approved by the shareholders of the Company in the manner required by the Iowa Act and the Current Certificate.
5. The effective time and date of the Restated Articles is the time and date of the filing with the Iowa Secretary of State.

Dated this 9th day of December, 2013.

AMERICAN MINING INSURANCE COMPANY

By Rosemary Camacho Courington

Rosemary Camacho Courington
Assistant Vice President, Secretary and Treasurer

7

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN MINING INSURANCE COMPANY

BE IT REMEMBERED that we, whose names are hereto subscribed, pursuant to resolutions duly adopted by the Board of Directors and the shareholders of American Mining Insurance Company, providing for the adoption of Amended and Restated Articles of Incorporation, do hereby adopt these Amended and Restated Articles of Incorporation under and by virtue of the laws of the State of Iowa, and particularly, Chapters 490 and 515 of the 2013 Code of Iowa, as amended, assuming all powers, rights and privileges granted bodies corporate and accepting all the duties and obligations imposed by law.

ARTICLE I – NAME

The name of the corporation is American Mining Insurance Company.

ARTICLE II – PLACE OF BUSINESS

The registered office of the Corporation is 11201 Douglas Avenue, Des Moines, Iowa 50322. The registered agent of the corporation is John F. Thelen, located at the registered office. The Corporation may establish and maintain such other offices and agencies in Iowa or in other states and territories of the United States for the purpose of doing business therein.

ARTICLE III – PURPOSES

This Corporation is organized for the purpose of conducting the business of insurance, including reinsurance, and business activities reasonably and necessarily incidental to such insurance business. The kinds of insurance which the Corporation is formed to transact are property, casualty and surety, and any and all other kinds of insurance allowed by law.

ARTICLE IV – CAPITAL STOCK

1. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 111,500 and the capital stock representing such sum shall be divided into two classes of stock as follows:

- a. 100,000 shares of Common Stock with a par value of \$60.00 per share;
- b. 11,500 shares of a class of Preferred Stock with a par value of \$100.00 per share.

Payment for said stock as issued shall be made in full in lawful money of the United States. The stated capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares of common and preferred stock, plus such amounts as, from time to time, by resolution of the Board of Directors may be transferred thereto.

The classes of Common Stock and Preferred Stock shall have the following respective terms:

2. Common Stock

a. The holders of the Common Stock shall have equal voting rights in addition to voting rights, if any, which may be accorded to holders of any class of Preferred Stock. Subject to the provisions of the Bylaws of the Corporation as at the time in effect with respect to closing of the transfer books or the fixing of a record date for the determination of shareholders entitled to vote, each holder of stock shall at every meeting of the shareholders be entitled to one vote, whether in person or by proxy, for each share of stock of the Corporation held by him. There shall be no cumulative voting in the elections for Directors or in voting on any other matters.

b. At each declaration of dividends on Common Stock each share of Common Stock shall share equally with every other share of Common Stock in such dividend subject to any preferences which may be accorded to the holders of any class of Preferred Stock.

3. Preferred Stock

a. The holders of the shares of Preferred Stock shall be entitled to receive out of the earned surplus of the Corporation a noncumulative dividend at the rate of five percent (5%) per annum, payable annually, before any dividend shall be set apart or paid on the shares of Common Stock for such year, and the remainder of the earned surplus applicable to the payment of dividends shall be distributed as dividends among the holders of the shares of Common Stock, as and when the Board of Directors determines. If less than the full preferential dividend is paid to the holders of the shares of Preferred Stock in any calendar year, the unpaid amount shall lapse and shall not cumulate and add to the preferential dividends in any subsequent year, whether or not the earnings of the Corporation were sufficient to pay the preferential dividend in the year in which it was not fully paid. In the event of liquidation, dissolution, or distribution of assets of the Corporation, there shall be paid to the holders of the shares of Preferred

Stock then outstanding the par value of such preferred shares, without interest, and after payment of such amount to the holders of the shares of Preferred Stock, the balance of the assets and funds of the Corporation shall be distributed wholly among the holders of the shares of Common Stock. The consolidation or merger of the Corporation at any time, or from time to time, with any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not construed as a liquidation, dissolution, or winding up of the Corporation within the meaning hereof.

b. The holders of the shares of Preferred Stock shall have no voting power and no holder thereof shall be entitled to receive notice of any meetings of the shareholders of the Corporation (unless any such holder of the shares of Preferred Stock is also a holder of the shares of Common Stock).

4. Preemptive Rights. No holder of any of the shares of the capital stock of the Corporation shall be entitled as of right to purchase or to subscribe for any unissued stock, or any additional shares, whether presently or hereinafter authorized and also including, without limitations, bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation or carrying any right to purchase stock. Such unissued stock, or additional authorized issue of any stocks, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors on such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion, as permitted by law.

ARTICLE V – TERM OF EXISTENCE

The term of existence for this Corporation shall be perpetual.

ARTICLE VI – DIRECTORS

The business of this Corporation shall be managed by its Board of Directors, except as limited by these Articles of Incorporation and by law otherwise provided. The number of Directors of this Corporation shall be such number, not fewer than five (5), as shall be specified in the Bylaws, and within such limitation may be from time to time increased or decreased in such manner as may be prescribed in the Bylaws.

ARTICLE VII – INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall be empowered to indemnify, to the extent permitted by law, any Director or officer of the Corporation, or any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such Director or officer,

except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable as follows:

- 1) Receipt of a financial benefit to which a person is not entitled;
- 2) An intentional infliction of harm on the corporation or the shareholders;
- 3) A violation of Section 490.833 of the Iowa Code; and
- 4) An intentional violation of criminal law.

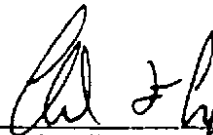
The Corporation shall be empowered to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

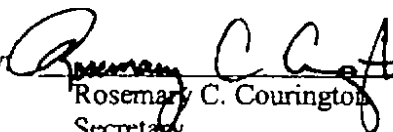
ARTICLE VIII – AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the adoption of a resolution at any meeting of the shareholders by the affirmative vote of a majority of the shares present in person or by proxy at the meeting, causing said resolution to be set forth in a certificate duly executed by the President and Secretary or other presiding or recording officers, and thereafter approved, filed recorded and published in the manner prescribed by law.

In WITNESS WHEREOF, American Mining Insurance Company has caused these Amended and Restated Articles of Incorporation to be executed in its name by its President and Secretary this 2nd day of December, 2013.

American Mining Insurance Company

By: 
Chandler F. Cox, Jr.
President


By: 
Rosemary C. Courington
Secretary

STATE OF)
) ss.
COUNTY OF)

BE IT REMEMBERED that on this 2nd day of December 2013 before me, a Notary Public in and for said County and State personally appeared Chandler F. Cox, Jr. and Rosemary C. Courington, to me personally known to be the persons whose names are subscribed to the foregoing Amended and Restated Articles of Incorporation of American Mining Insurance Company and they acknowledged the same to be their voluntary act and deed pursuant to authority from the Board of Directors and for the use and purposes therein expressed.

WITNESS my hand and notarial seal at Birmingham, AL the day and year last above written.

MY COMMISSION EXPIRES JULY 1, 2014


Notary Public

COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation of **American Mining Insurance Company** (Effective upon filing with the Iowa Secretary of State).

NICK GERHART
Iowa Insurance Commissioner


By: JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 12/4/13

FILED
IOWA
SECRETARY OF STATE
12-16-13
9:44 A
W885861



468935

ARTICLES OF CORRECTION
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF AMERICAN MINING INSURANCE COMPANY

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act (the "Iowa Act"), the undersigned incorporation adopts the following Articles of Correction to the Amended and Restated Articles of Incorporation (the "Articles of Correction").

- I. The following correction was adopted in the manner provided for by the Iowa Act to correct certain erroneous statements in Article II of said Amended and Restated Articles of Incorporation, which statements have been corrected as follows: (i) any and all references to Des Moines have been deleted and replaced with Urbandale, as the city in which the registered office of the corporation is located; and (ii) any and all reference to John F. Thelen have been deleted and replaced with T. Aaron Pearce, as the registered agent located at the registered office.

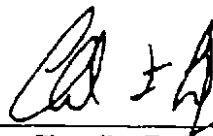
Article II of said Amended and Restated Articles of Incorporation, filed effective December 10, 2013, is hereby corrected by deleting the same in its entirety and substituting the following in lieu thereof as said Article II.

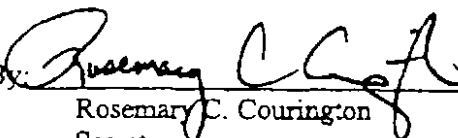
ARTICLE II - PLACE OF BUSINESS

The registered office of the Corporation is 11201 Douglas Avenue, Urbandale, Iowa 50322. The registered agent of the corporation is T. Aaron Pearce, located at the registered office. The Corporation may establish and maintain other such offices and agencies in Iowa or in other states and territories of the United States for the purpose of doing business therein.

In WITNESS WHEREOF, American Mining Insurance Company has caused these Articles of Correction to be executed in its name by its President and Secretary this 8th day of May 2015.

American Mining Insurance Company

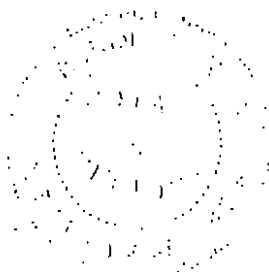
By: 
Chandler F. Cox, Jr.
President

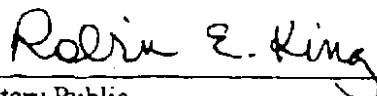
By: 
Rosemary C. Courington
Secretary

STATE OF ALABAMA)
) ss.
COUNTY OF JEFFERSON)

BE IT REMEMBERED that on this 8th day of May 2015 before me, a Notary Public in and for said County and State personally appeared Chandler F. Cox, Jr. and Rosemary C. Courington, to me personally known to be the persons whose names are subscribed to the foregoing Articles of Correction of American Mining Insurance Company and they acknowledged the same to be their voluntary act and deed pursuant from the Board of Directors and for the use and purposes therein expressed.

WITNESS my hand and notarial seal at Birmingham, Alabama the day and year last above written.



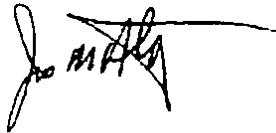

Notary Public

MY COMMISSION EXPIRES JUNE 24, 2018

COMMISSIONER CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation of American Mining Insurance Company.

NICK GERHART
Iowa Insurance Commissioner



JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 5/20/2015

Filed By: American Mining Insurance Company
Attn: Michael Carney
3490 Independence Dr
Birmingham, AL 35209

FILED
IOWA
SECRETARY OF STATE

5/21/15 10:41A

W974138



468935

ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN MINING INSURANCE COMPANY

Pursuant to the provisions of the Iowa Business Corporation Act (the "Iowa Act"), the undersigned corporation hereby amends its Amended and Restated Articles of Incorporation (the "Articles"), and for that purpose, submits the following statement:

1. The name of the corporation is: American Mining Insurance Company.
2. The text of the amendment (the "Amendment") is:

"ARTICLE I - NAME

The name of the corporation is Berkley Casualty Company (the "Company")."

3. The Amendment was duly approved by the Sole Shareholder of the Company in the manner required by the Iowa Act and the Articles.
4. The effective time and date of this amendment is the 12:01 a.m. January 1, 2019.

Dated this 29th day of October, 2018

By: Richard M. Baio
Name: Richard M. Baio
Title: Senior Vice President and Treasurer

\$60.00 KARE 2 11/6/18

AMEN

898591

18 NOV - 8 AM 8:27

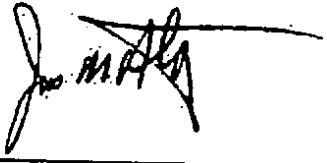
RECEIVED
IOWA
STATE

(2)

COMMISSIONER CERTIFICATE OF APPROVAL

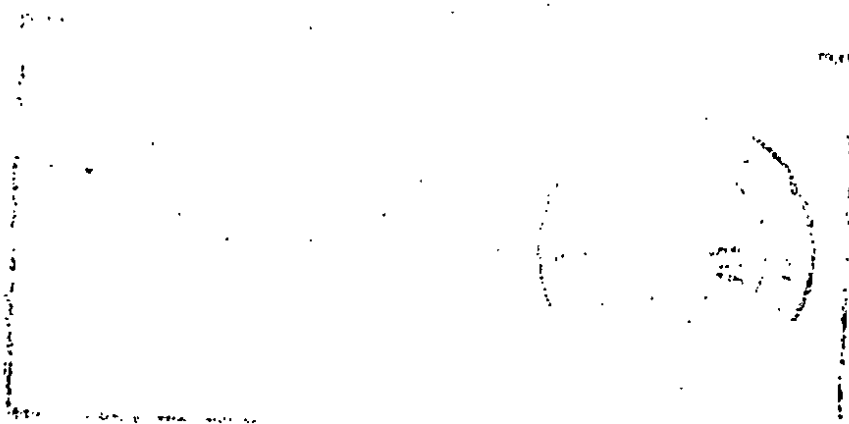
Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the Articles of Amendment to the Amended and Restated Articles of Incorporation of American Mining Insurance Company.

DOUG OMMEN
Iowa Insurance Commissioner



JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 11/08/2018



FILED
IOWA
SECRETARY OF STATE
11/8/18
8:27 AM
W01202163



STATE OF IOWA
Secretary of State Office

C # 1602
I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning December 10, 2013 to and including the date below.

Dated February 15, 2014

David L. Tate

Secretary Of State

By *D. L. Tate*



12 pgs