

F19000005235

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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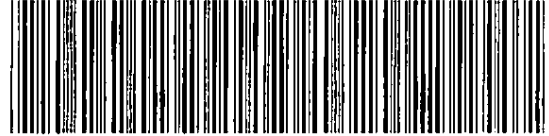
(Business Entity Name)

(Document Number)

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

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**COVER LETTER**

**TO:** Amendment Section Division of Corporations

**SUBJECT:** Rock Ridge Insurance Company

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

**DOCUMENT NUMBER:** F19000005235

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mr. Axel Galan

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

Clear Blue Insurance Company

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

B7 Tabonuco Street Suite 912

\_\_\_\_\_  
Address

Guaynabo PR 00968

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

compliance@ebinsgroup.com

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

For further information concerning this matter, please call:

Mr. Axel Galan

at ( 787 ) 339-2002

\_\_\_\_\_  
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

**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)**

F19000005235

(Document number of corporation (if known))

1. Rock Ridge Insurance Company  
(Name of corporation as it appears on the records of the Department of State)
2. Indiana 3. 11/05/2019  
(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? N/A
5. N/A  
(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.  
N/A  
(New duration)

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

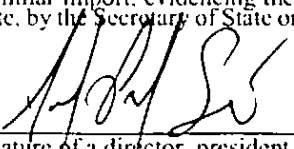
\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

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

| <u>Title/ Capacity</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u>           |
|------------------------|-------------|----------------|---------------------------------|
| _____                  | _____       | _____          | <input type="checkbox"/> Add    |
| _____                  | _____       | _____          | <input type="checkbox"/> Remove |
| _____                  | _____       | _____          | <input type="checkbox"/> Add    |
| _____                  | _____       | _____          | <input type="checkbox"/> Remove |
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| _____                  | _____       | _____          | <input type="checkbox"/> Add    |
| _____                  | _____       | _____          | <input type="checkbox"/> Remove |

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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.

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

Axel Galan  
 (Typed or printed name of person signing)

Lead Compliance Director  
 (Title of person signing)

**FILING FEE \$35.00**



**Texas Department  
of Insurance**

PO Box 12030 | Austin, TX 78711 | 800-578-4677 | tdi.texas.gov

STATE OF TEXAS     §  
                                     §  
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

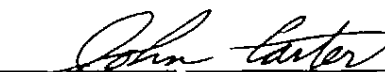
Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

Amendment to the articles of incorporation for Rock Ridge Insurance Company, Dallas, dated December 21, 2022, consisting of five (5) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 23<sup>rd</sup> day of June, 2023.



COMMISSIONER OF INSURANCE

BY: 

John Carter

Director

Company Licensing and Registration Office



PO Box 12030 | Austin, TX 78711 | 800-578-4677 | [tdi.texas.gov](http://tdi.texas.gov)

December 20, 2022

Your application has been approved.

TDI has approved the redomestication to Texas for Rock Ridge Insurance Company, TDI License 95611. Please save a copy for your records.

If you have any questions, reference transaction number: 1131613

Commissioner of Insurance

A handwritten signature in black ink, appearing to read "John Carter", is written over a horizontal line.

John Carter, Director  
Company Licensing and Registration  
Financial Regulation Division  
Commissioner's Order No. 3632

Recommended by:

A handwritten signature in black ink, appearing to read "Francisco Parodi-Gonzalez", is written over a horizontal line.

Francisco Parodi-Gonzalez, Insurance Specialist  
Company Licensing and Registration  
Financial Regulation Division

**ARTICLES OF INCORPORATION**  
**OF**  
**ROCK RIDGE INSURANCE COMPANY**

The undersigned does hereby adopt the following Articles of Incorporation ("Articles of Incorporation"):

**Article I**

The name of the Corporation shall be *Rock Ridge Insurance Company* (the "Corporation").

**Article II**

The address of the principal office of the Corporation is located in Texas. The office may be moved out of the state of Texas with prior notice to the Texas Department of Insurance.

**Article III**

The period of duration of the Corporation shall be perpetual.

**Article IV**

The object and purpose of the Corporation is to conduct any business related to that of a property and casualty insurance company. The Corporation shall have the authority to: conduct the business of, conduct any activity, provide functions, and provide services, pertaining to or relating to that of a property and casualty insurance company, including within the state of Texas and within other jurisdictions, where properly authorized.

**Article V**

(a) The Corporation shall have the following authorized class of capital stock: common stock, with par value of one dollar (\$1.00) per share ("Common Stock"). The aggregate authorized number of shares of Common Stock shall be six million (6,000,000) shares. The Corporation must at all times have at least fifty percent (50 %) of the total par value of the

authorized Common Stock shares fully paid-for. The aggregate capital stock and surplus amounts with respect to outstanding Common Stock each shall be at least two million five hundred thousand dollars (\$2,500,000) at all times. The total capital stock and surplus for outstanding Common Stock must equal at least five million dollars (\$5,000,000) at all times. The Common Stock shall be entitled to (i) voting rights of one (1) vote per outstanding share on all matters eligible for voting by the Common Stock shareholders, and (ii) dividends and distributions as properly declared by the Corporation's Board of Directors.

(b) No holder of shares of the Corporation's capital stock of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of the Corporation of any class or any options or warrants for such shares.

#### **Article VI**

The Corporation shall have a minimum of five (5) directors ("*Directors*") on its Board of Directors, each of whom shall be at least 18 years of age. The Board of Directors shall be elected by shareholder vote as set forth in the Bylaws of the Corporation (the "*Bylaws*"), and each Director shall hold office until the next annual meeting of the Shareholders or until his or her successor shall have been elected and qualified. The Board of Directors shall elect corporate officers as set forth in the Bylaws. The number of Directors on the Board of Directors shall be determined from time to time by the Board of Directors as set forth in the Bylaws.

#### **Article VII**

The Board of Directors shall have the power to make and from time to time alter and replace the Bylaws of the Corporation.



#### **Article VIII**

The Corporation shall indemnify members of its Board of Directors and its officers, and shall advance / reimburse expenses incurred for such indemnification rights, to the fullest extent permitted by Title 1, Chapter 8 of the Texas Business Organizations Code, as may be amended or replaced from time to time. Members of the Corporation's Board of Directors shall not be liable to the Corporation or its shareholders for monetary damages for acts or omissions by such persons in their capacity as a member of the Board of Directors (Governing Person) of the Corporation, to the fullest extent permitted by Title 1, Chapter 7 of the Texas Business Organizations Code and subject to limitations therein, as may be amended or replaced from time to time.

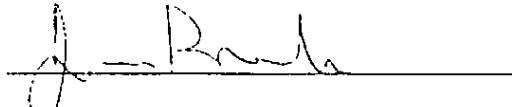
#### **Article IX**

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

\* \* \* \* \*

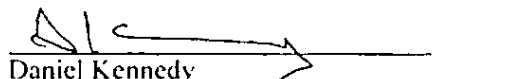
[Signatures to follow]

IN TESTIMONY WHEREOF, Jerome D. Breslin, the President and Chief Executive Officer of the Corporation, has hereunto subscribed his name to these Articles of Incorporation as of December 15, 2022.



Jerome D. Breslin  
President and Chief Executive Officer

Attest:



Daniel Kennedy  
Corporate Secretary and Chief Legal Officer

Date: December 15, 2022



PO Box 12030 | Austin, TX 78711 | 800-578-4677 | tdi.texas.gov

STATE OF TEXAS     §  
                                     §  
COUNTY OF TRAVIS§

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.


Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

Amendment to the bylaws for Rock Ridge Insurance Company, Dallas, dated December 21, 2022, consisting of ten (10) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 23<sup>rd</sup> day of June, 2023.



COMMISSIONER OF INSURANCE

BY:   
John Carter  
Director  
Company Licensing and Registration Office

**BYLAWS  
OF  
ROCK RIDGE INSURANCE COMPANY**

**ARTICLE I**

**CORPORATION; OFFICES**

SECTION 1.1 CORPORATION; OFFICES; BOOKS. Rock Ridge Insurance Company, an insurance company domiciled in the State of Texas (the "Corporation"), shall have a registered and principal office in the State of Texas as required by applicable law and regulation, and may also have other offices at such other places within or outside of Texas as the Board of Directors ("Board") of the Corporation may from time to time determine or as the business of the Corporation may require. The office may be moved out of the state of Texas with prior notice to the Texas Department of Insurance. The Corporation shall maintain registered agent(s) in Texas as required by applicable law and regulation. The books and records of the Corporation may be kept within or without the State of Texas as the Texas Department of Insurance may permit.

**ARTICLE II**

**MEETINGS OF STOCKHOLDERS**

SECTION 2.1 PLACE OF MEETINGS. Each meeting of the stockholders shall be held at such place, within or without of the state of Texas, as the Board may designate prior to the giving of notice of such meeting or in a waiver of notice thereof, but if no such designation is made, then at the principal business office of the Corporation.

SECTION 2.2 ANNUAL MEETINGS. An annual meeting of the stockholders of the Corporation for the purposes of electing directors and transacting such other business as may properly be brought before the meeting, shall be held at such time and at such place, either within or without the State of Texas, as may from time to time be determined by the Board. An annual meeting of shareholders for the election of directors and for such other business as may be stated in the notice of the meeting shall be held prior to May 1 of each calendar year.

SECTION 2.3 SPECIAL MEETINGS. Special meetings of the stockholders, for any purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the Chief Executive Officer of the Corporation ("CEO") or the Board, and shall be called by the Corporate Secretary at the request, in writing, of the holders of outstanding shares of stock of the Corporation having not less than seventy-five percent (75%) of the voting power of all the outstanding stock of the Corporation. Any such stockholder request shall state the purpose or purposes of the proposed meeting and the day and hour at which such meeting shall be held. The CEO shall select the place at which any special meeting of stockholders shall be held.

SECTION 2.4 NOTICE. Written notice of each meeting of stockholders stating the place,

date and hour of the meeting and, in case of a special meeting, the purpose or purposes thereof, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail, or by electronic mail, to each stockholder entitled to vote at such meeting. In the case of a meeting called to address a proposed merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, such notice shall be provided not less than twenty (20) nor more than sixty (60) days before the date of the meeting. Attendance at any such meeting shall constitute waiver of any notice requirement.

SECTION 2.5 ADJOURNED MEETINGS. Any stockholders' meeting may be adjourned from time to time until its business is completed, and the stockholders present at any meeting, or any adjourned meeting, though less than a quorum, may successively adjourn the meeting to a specified date not longer than thirty (30) days after such adjournment, without notice other than announcement of the time and place of the meeting.

SECTION 2.6 QUORUM. At all meetings of the stockholders, a majority of the issued and outstanding shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum. Every decision of a majority of such quorum shall be valid as a corporate act unless a larger vote is required by the Articles of Incorporation, the Bylaws, the Texas Insurance Code, or Texas Business Corporations Code.

SECTION 2.7 PROXIES. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him/her by proxy, but no such proxy shall be voted or acted upon after six (6) months from its date, unless the proxy provides for a longer period.

SECTION 2.8 WAIVER OF IRREGULARITY. If any meeting of the stockholders be irregular for lack of call or notice, provided a quorum was present at such meeting, the proceedings of said meeting may be ratified and approved and rendered likewise valid, and the irregularity or defect therein waived, in writing signed by all stockholders having the right to vote at such meeting. Such ratification and approval may be by proxy or attorney, but all such proxies and powers of attorney must be in writing and delivered to the secretary.

SECTION 2.9 VOTING. Each stockholder shall be entitled to one vote for each fully-paid share of common stock held by such stockholder. Voting at all meetings of the stockholders shall be by voice unless the chairman of such meeting shall determine that voting with respect to a particular matter shall be by written ballot. Persons holding stock in a fiduciary capacity, and persons whose stock is pledged shall be entitled to represent and vote such stock on all issues. At all elections of directors, each stockholder shall be entitled to as many votes as shall equal the number of his/her shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them.

SECTION 2.10 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the holders of outstanding stock entitled to vote thereon. Such written consents, which shall have the same effect as a unanimous vote of the stockholders at a meeting duly held, shall be filed with the minutes of the meetings of the stockholders.

## ARTICLE III

### BOARD OF DIRECTORS

SECTION 3.1 NUMBER, TERM AND QUALIFICATIONS. The number of directors shall be a minimum of five (5) natural persons, each of whom are at least eighteen (18) years of age. The number of directors shall be determined from time to time, by a resolution of the Board. A person convicted of a felony may not be a director, and all directors shall be of good character and known professional, administrative, legal, or business ability, such business ability to include a practical knowledge of insurance, finance, legal matters or investments. Each director shall hold office until his/her successor is duly elected and qualified, or until his/her earlier death, resignation or removal. Each director shall hold office until the next annual meeting of the stockholders or until his/her successor shall have been elected and qualified, and all acts/votes of directors during such period after the term end shall be considered valid and proper. The Board of Directors shall be responsible for keeping a full and correct record of all board transactions. A vacancy on the Board office because of death, resignation, removal, disqualification or otherwise may (but is not required to be) be filled by the Board for the remaining term of the departed director, or by election at an annual meeting or at a special meeting of Board or stockholders. In the event of vacancy(ies) on the Board, the Board shall be deemed to be fully constituted during that period for purposes of quorum or any votes.

SECTION 3.2 INDEPENDENT DIRECTORS. When required by the applicable Texas Insurance Code, the Board shall contain the required number of directors who are not officers or employees of the Corporation or of any entity controlling, controlled by, or under common control with the Corporation and who are not beneficial owners of a controlling interest in the voting stock of the Corporation or any such entity ("Independent Directors").

SECTION 3.3 MEETINGS. Meetings of the Board shall be held at such place within or without the State of Texas as the resolution or notice calling such meeting shall specify, or as the directors may agree. The Board shall meet at least one (1) time per year, and at minimum shall have an annual meeting to elect officers for the forthcoming year, and transacting such other business as is necessary for the proper and advisable operation of the Board and Corporation. Proper notice of meetings shall be given. If, for any reason, such annual meeting is not or cannot be held as herein prescribed, the officers may be elected at the first meeting thereafter called pursuant to these Bylaws. Special meetings of the Board may be held at any time upon the call of the Chairman of the Board or any majority of directors. Written notice of all special meetings of the Board shall be given to each director, which notice shall state the time, place and purposes of such meeting, and shall be provided to each director at least one day before such meeting by mail, electronic mail or by personal delivery.

SECTION 3.4 PARTICIPATION BY AUDIO/VIDEO CONFERENCE. Members of the Board or any committee of the Board may participate in a meeting of such Board or committee by any audio or audio/video equipment or method, during which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

SECTION 3.5 WAIVER OF IRREGULARITY. If any meeting of the Board be irregular for lack of call or notice, provided a quorum was present at such meeting, the proceedings of such meeting may be ratified and approved by unanimous Board resolution.

SECTION 3.6 QUORUM. A majority of the total number of directors shall constitute a quorum for the meeting and transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum be present at any meeting, those present may adjourn the meeting to a specified future date within thirty (30) days thereafter and shall provide notice to all directors of such future meeting date/time/place no less than five (5) days before such meeting.

SECTION 3.7 POWER AND AUTHORITY. The management of the business and affairs of the Corporation shall be directed by its Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by the Texas Insurance Code, or by the Articles of Incorporation, or by these Bylaws directed or required to be exercised or done by the stockholders.

SECTION 3.8 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

SECTION 3.9 COMMITTEES. The Board may create and appoint any committees as it may deem appropriate. Each such committee shall consist of at least two (2) members of the Board, and if required by applicable Texas Insurance Code, applicable committees shall have an appropriate number of Independent Directors. The Board and committees may create and approve a Charter governing the purpose, actions and authority of such committees. Each committee shall have and may exercise such powers as shall be conferred or authorized by the Board resolution approving the committee and its Charter. Unless stated otherwise in its Charter, a majority of any such committee may determine its action and may fix the time and place of its meetings unless provided otherwise by the Board. The Board shall have the power at any time to fill vacancies, change the size or membership of, and discharge/dissolve any such committee. Unless stated otherwise in its Charter, for the purposes of committee meetings, a majority of the members shall constitute a quorum, but less than a quorum may adjourn such meetings from time to time without notice. Written records of committee proceedings shall be maintained by the Corporation and submitted to the Board as may be requested by the Board. The requirements of this provision may be met by the Corporation's Insurance Holding Company System parent company, as provided in the Texas Insurance Code.

SECTION 3.10 COMPENSATION OF DIRECTORS. Directors who are employees of the Corporation, shall not receive any salary or fees for their services, but expenses of attending meetings may be allowed/paid by the Corporation. Any independent or outside directors may receive board fees for their services, as determined by the directors who are employees of the Corporation from time to time.

Whenever notice is required to be given under any provision of these Bylaws, the Articles of Incorporation or the Texas Insurance Code, a written waiver thereof, signed by the person entitled to the notice, whether before or after the time stated therein, shall be the equivalent of notice. Attendance of a person at a meeting, including attendance by proxy at a stockholders' meeting, shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction

of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

## ARTICLE IV

### OFFICERS

SECTION 4.1 DESIGNATION, NUMBER, ELECTION. The Board, at its initial meeting and thereafter at its annual meeting of stockholders and at any other time, shall appoint the officers of the Corporation. The required officers shall be: President, Treasurer and Secretary, and the Board may also appoint any other officers as it shall deem necessary and advisable from time to time, who shall have the authorities, functions, powers, duties and terms as determined from time to time by the Board or CEO. Executive and non-executive officer positions / classes may be established. Two or more offices may be held by the same person. In the case whereby an instrument must be executed, acknowledged or verified by two or more officers no officer shall execute, acknowledge or verify in more than one capacity. Officer categories and positions may be divided into bands and classes, with separate titles and roles as determined by the Board and/or CEO.

SECTION 4.2 COMPENSATION. The compensation of all executive officers of the Corporation shall be set by the Board, and no officer shall be prevented from receiving such salary or reimbursement by reason of the fact that he is also a director of the Corporation. The compensation of non-executive officers shall be determined or approved by the CEO.

SECTION 4.3 TERM OF OFFICE, REMOVAL, VACANCIES. Each officer of the Corporation appointed by the Board shall hold office until the next annual meeting of the Board (or such meeting as is held in lieu of any such regularly scheduled annual meeting), and until a successor is chosen and qualifies or until the earlier death or resignation or removal of the officer in the manner hereinafter provided. Any executive officer may be removed at any time by the CEO whenever, in his judgment, the best interests of the Corporation would be served thereby. Any other officer appointed by the Board may be removed at any time by the CEO or affirmative vote of a majority of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation at any time, or any new offices may be filled by the Board for the unexpired portion of the term.

SECTION 4.4 CHAIRMAN OF THE BOARD; CEO. The Board may elect or appoint a Chairman of the Board, who shall preside at all meetings of the Board. The CEO shall be the principal executive officer of the Corporation, and shall (a) supervise and manage the overall day-to-day business and affairs of the Corporation, and (b) perform all duties usually incident to the office of CEO and such other duties as may be prescribed by the Board from time to time. The CEO may sign contracts and other documents within the ordinary scope of business and may sign, with any other proper officer of the Corporation, certificates of stock of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments as necessary for the Corporation.

SECTION 4.5 PRESIDENT AND VICE PRESIDENTS. The Board shall appoint a President and may appoint any number and type of Vice Presidents. The President of the Corporation shall also be a director. In the absence of the CEO, or in the event of the CEO's



disability, vacancy or inability to act, the Board may designate an officer to assume the duties of CEO and when so acting, shall have all the powers of and be subject to all the restrictions upon the CEO. Such officer shall perform such other duties as from time to time may be assigned by the Board. The Vice Presidents shall have the role, title, authorities, duties and responsibilities as determined by the Board or CEO.

SECTION 4.6 SECRETARY. The Board shall appoint a Corporate Secretary, who shall have the role, title, authorities, duties and responsibilities as determined by the Board from time to time, which shall include without limitation: (a) keep and maintain the minutes of meetings and actions and proceedings of the stockholders, the Board and committees of the Board in one or more corporate record books; (b) certify the Bylaws, resolutions of the stockholders and Board and its committees, and other documents of the Corporation as true and correct copies thereof where so required; (c) ensure that all notices of meetings of stockholders and meetings of the Board are duly given in accordance with the provisions of these Bylaws or as required by statute; (d) be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to documents as necessary; (e) maintain a registry / ledger of the shares and shareholders of the Corporation; (f) sign, certificates of stock of the Corporation; (g), perform all duties usually incident to the office of corporate secretary and such other duties as from time to time may be assigned to such secretary by the CEO or by the Board.

SECTION 4.7 TREASURER / CHIEF FINANCIAL OFFICER. The Board shall appoint a Treasurer, who shall have role, title, authorities, duties and responsibilities as determined by the Board or CEO from time to time, and in general shall perform the duties incident to a treasurer including without limitation management of the Corporation's funds, cash and treasury. The Board may appoint a Chief Financial Officer ("CFO"), who shall have role, title, authorities, duties and responsibilities as determined by the Board or CEO from time to time, including the overall management and supervision of the financial, accounting, securities, investment, borrowing, lending, banking, trust, custody, depository, and financial matters of the Corporation. The CFO shall: (a) have charge and custody of and be responsible for all funds, cash and securities of the Corporation. Unless separate persons are appointed to such positions, the CFO shall act as the Treasurer of the Company.

## ARTICLE V

### INDEMNIFICATION

SECTION 5.1 INDEMNIFICATION. The Corporation shall, to the fullest extent permitted by the Texas Insurance Code and Texas Business Organizations Code (as may be amended from time to time), indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. These indemnification obligations include advancement of expenses, to the fullest extent permitted by the Texas Insurance Code and Texas Business Organizations Code (as may be amended from time to time).

**SECTION 5.2 CONTRACT WITH THE CORPORATION.** The provisions of this Article V shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the Texas Insurance Code or other applicable law are in effect, and any repeal or modification of any such law or of this Article V shall not affect any rights or obligations then existing with respect to any state of facts then or after existing or any action, suit or proceeding brought or threatened based in whole or in part upon any such state of facts.

**SECTION 5.3 OTHER RIGHTS OF INDEMNIFICATION.** The indemnification provided or permitted by this Article V shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

## **ARTICLE VI**

### **CERTIFICATES OF STOCK AND THEIR TRANSFER**

**SECTION 6.1 CERTIFICATES.** The certificates of stock of the Corporation shall be in such form, not inconsistent with the Articles of Incorporation, as shall be approved by the Board. They may be signed in the name of the Corporation by (a) the CEO or President, and (b) the Corporate Secretary or an assistant secretary and shall bear the corporate seal. The Corporation shall maintain an appropriate ledger/record book of the share certificates of the Corporation. All share certificates shall be consecutively numbered. The name of the person to whom each certificate is issued, the number of shares represented thereby, and the date of issue shall be entered on the books of the Corporation. Shares of the stock of the Corporation shall be transferred only on the books of the Corporation by the holder thereof in person, or by his/her attorney, and upon surrender and cancellation of certificates for a like number of shares. No such transfer of stock shall be valid against the Corporation so long as the registered holder thereof shall be liable to the Corporation as principal debtor, surety, or otherwise for any debt which shall be due or unpaid and the Board must first consent to the transfer of any shares of stock of a registered holder who is otherwise indebted to the Corporation.

**SECTION 6.2 REGISTERED STOCKHOLDERS.** The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Texas.

**SECTION 6.3 REPLACEMENT CERTIFICATES.** In the case of the loss, theft or destruction of any certificate representing shares of stock of the Corporation, a new certificate may be issued upon the following conditions: the owner shall file with the Secretary an affidavit giving the facts in relation to the ownership and the loss or destruction of said certificate, stating its number and the number of shares represented thereby. The Secretary shall present such affidavit to the Board and, if the Board shall be satisfied that such certificate has been lost, stolen or destroyed, that a new certificate ought to be issued in lieu thereof, the Board may direct the officers of the Corporation to issue a new certificate, provided that such determination may be condition upon the filing of an agreement or bond in such penal sum, with such conditions, in

such form and with such surety as the Board may prescribe, to indemnify and save harmless the Corporation from and against any claim, loss, expense, damage or liability occasioned by the issuance of such new certificate, and upon the filing of such bond, the proper officers of the Corporation shall issue a new certificate for the number of shares to the owner of the certificate so lost or destroyed.

**SECTION 6.4 RECORD DATES.** In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any other purpose, the Board may fix a record date which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. In the case of a meeting called to consider a proposed merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, the record date shall be not less than twenty (20) days, immediately preceding such meeting. If no record date is fixed:

- (1) The record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.
- (2) The record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is expressed.
- (3) The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting, except that the Board may fix a new record date for the adjourned meeting.

## **ARTICLE VII**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 7.1 CONTRACTS.** The Board may authorize any officer(s) of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**SECTION 7.2 LOANS.** No loans or indebtedness greater than one million dollars (\$1,000,000) shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**SECTION 7.3 CHECKS, DRAFTS AND OTHER INSTRUMENTS.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation shall be signed by such officer or officers, employee or employees of the Corporation and in such manner as may be appropriate for such officer position or as may be determined by resolution of the Board.

## ARTICLE VIII

### GENERAL PROVISIONS

SECTION 8.1 DIVIDENDS. Subject to any provisions of any applicable laws or of the Articles of Incorporation, dividends may be declared and paid upon the capital stock of the Corporation by the Board; and such dividends may be paid in cash, property, or shares of the capital stock of the Corporation.

SECTION 8.2 RESERVES. Before payment of any dividends, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining corporate property, or for such other purpose as the directors shall think conducive to the interests of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

SECTION 8.3 VOTING OF STOCK OF OTHER CORPORATIONS. In the absence of specific action by the Board, the CEO, CFO and any other executive officers shall have authority to vote on behalf of the Corporation on matters related to other entities in which the Corporation has any ownership interest and represent the Corporation, the securities of other corporations, both domestic and foreign, held by the Corporation.

SECTION 8.4 NOTICES. Notices to directors and stockholders shall be in writing and delivered personally, by electronic mail or mailed to the directors or stockholders at their addresses appearing on the books of the Corporation. In all such methods notice shall be deemed to be given two (2) days after it is placed for delivery with proper postage and address, sent by email or delivered by hand.

SECTION 8.5 FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of the next following December.

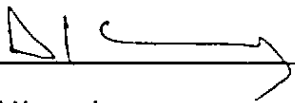
SECTION 8.6 SEAL. The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal" or similar designation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise applied.

SECTION 8.7 SEVERABILITY; AMENDMENTS. If any provision of these Bylaws, or its application thereof to any person or circumstances, is held invalid, the remainder of these Bylaws and the application of such provision shall not be affected thereby. These Bylaws may be altered or repealed by the Board at any time, and from time to time.

SECTION 8.8 WAIVER OF NOTICE. Whenever notice is required to be given under any provision of these Bylaws, the Articles of Incorporation or the Texas Insurance Code, a written waiver thereof, signed by the person entitled to the notice, whether before or after the time stated therein, shall be the equivalent of notice. Attendance of a person at a meeting, including attendance by proxy at a stockholders' meeting, shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice. \*\*\*\*\* E N D \*\*\*\*\*

BYLAWS OF  
ROCK RIDGE INSURANCE COMPANY

Signed and certified this 15 day of December 2022.

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

Daniel Kennedy  
Corporate Secretary



PO Box 12030 | Austin, TX 78711 | 800-578-4677 | tdi.texas.gov

STATE OF TEXAS     §  
                                 §  
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

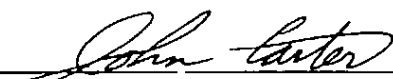
Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

Amendment to the bylaws for Clear Blue Insurance Company, Dallas, dated December 15, 2022, consisting of ten (10) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 23<sup>rd</sup> day of June, 2023.



COMMISSIONER OF INSURANCE

BY:   
John Carter  
Director  
Company Licensing and Registration Office

**BYLAWS  
OF  
CLEAR BLUE INSURANCE COMPANY**

**ARTICLE I**

**CORPORATION; OFFICES**

SECTION 1.1 CORPORATION; OFFICES; BOOKS. Clear Blue Insurance Company, an insurance company domiciled in the State of Texas (the "Corporation"), shall have a registered and principal office in the State of Texas as required by applicable law and regulation, and may also have other offices at such other places within or outside of Texas as the Board of Directors ("Board") of the Corporation may from time to time determine or as the business of the Corporation may require. The office may be moved out of the state of Texas with prior notice to the Texas Department of Insurance. The Corporation shall maintain registered agent(s) in Texas as required by applicable law and regulation. The books and records of the Corporation may be kept within or without the State of Texas as the Texas Department of Insurance may permit.

**ARTICLE II**

**MEETINGS OF STOCKHOLDERS**

SECTION 2.1 PLACE OF MEETINGS. Each meeting of the stockholders shall be held at such place, within or without of the state of Texas, as the Board may designate prior to the giving of notice of such meeting or in a waiver of notice thereof, but if no such designation is made, then at the principal business office of the Corporation.

SECTION 2.2 ANNUAL MEETINGS. An annual meeting of the stockholders of the Corporation for the purposes of electing directors and transacting such other business as may properly be brought before the meeting, shall be held at such time and at such place, either within or without the State of Texas, as may from time to time be determined by the Board. An annual meeting of shareholders for the election of directors and for such other business as may be stated in the notice of the meeting shall be held prior to May 1 of each calendar year.

SECTION 2.3 SPECIAL MEETINGS. Special meetings of the stockholders, for any purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the Chief Executive Officer of the Corporation ("CEO") or the Board, and shall be called by the Corporate Secretary at the request, in writing, of the holders of outstanding shares of stock of the Corporation having not less than seventy-five percent (75%) of the voting power of all the outstanding stock of the Corporation. Any such stockholder request shall state the purpose or purposes of the proposed meeting and the day and hour at which such meeting shall be held. The CEO shall select the place at which any special meeting of stockholders shall be held.

SECTION 2.4 NOTICE. Written notice of each meeting of stockholders stating the place,

date and hour of the meeting and, in case of a special meeting, the purpose or purposes thereof, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail, or by electronic mail, to each stockholder entitled to vote at such meeting. In the case of a meeting called to address a proposed merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, such notice shall be provided not less than twenty (20) nor more than sixty (60) days before the date of the meeting. Attendance at any such meeting shall constitute waiver of any notice requirement.

SECTION 2.5 ADJOURNED MEETINGS. Any stockholders' meeting may be adjourned from time to time until its business is completed, and the stockholders present at any meeting, or any adjourned meeting, though less than a quorum, may successively adjourn the meeting to a specified date not longer than thirty (30) days after such adjournment, without notice other than announcement of the time and place of the meeting.

SECTION 2.6 QUORUM. At all meetings of the stockholders, a majority of the issued and outstanding shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum. Every decision of a majority of such quorum shall be valid as a corporate act unless a larger vote is required by the Articles of Incorporation, the Bylaws, the Texas Insurance Code, or Texas Business Corporations Code.

SECTION 2.7 PROXIES. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him/her by proxy, but no such proxy shall be voted or acted upon after six (6) months from its date, unless the proxy provides for a longer period.

SECTION 2.8 WAIVER OF IRREGULARITY. If any meeting of the stockholders be irregular for lack of call or notice, provided a quorum was present at such meeting, the proceedings of said meeting may be ratified and approved and rendered likewise valid, and the irregularity or defect therein waived, in writing signed by all stockholders having the right to vote at such meeting. Such ratification and approval may be by proxy or attorney, but all such proxies and powers of attorney must be in writing and delivered to the secretary.

SECTION 2.9 VOTING. Each stockholder shall be entitled to one vote for each fully-paid share of common stock held by such stockholder. Voting at all meetings of the stockholders shall be by voice unless the chairman of such meeting shall determine that voting with respect to a particular matter shall be by written ballot. Persons holding stock in a fiduciary capacity, and persons whose stock is pledged shall be entitled to represent and vote such stock on all issues. At all elections of directors, each stockholder shall be entitled to as many votes as shall equal the number of his/her shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them.

SECTION 2.10 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the holders of outstanding stock entitled to vote thereon. Such written consents, which shall have the same effect as a unanimous vote of the stockholders at a meeting duly held, shall be filed with the minutes of the meetings of the stockholders.



## ARTICLE III

### BOARD OF DIRECTORS

SECTION 3.1 NUMBER, TERM AND QUALIFICATIONS. The number of directors shall be a minimum of five (5) natural persons, each of whom are at least eighteen (18) years of age. The number of directors shall be determined from time to time, by a resolution of the Board. A person convicted of a felony may not be a director, and all directors shall be of good character and known professional, administrative, legal, or business ability, such business ability to include a practical knowledge of insurance, finance, legal matters or investments. Each director shall hold office until his/her successor is duly elected and qualified, or until his/her earlier death, resignation or removal. Each director shall hold office until the next annual meeting of the stockholders or until his/her successor shall have been elected and qualified, and all acts/votes of directors during such period after the term end shall be considered valid and proper. The Board of Directors shall be responsible for keeping a full and correct record of all board transactions. A vacancy on the Board office because of death, resignation, removal, disqualification or otherwise may (but is not required to be) be filled by the Board for the remaining term of the departed director, or by election at an annual meeting or at a special meeting of Board or stockholders. In the event of vacancy(ies) on the Board, the Board shall be deemed to be fully constituted during that period for purposes of quorum or any votes.

SECTION 3.2 INDEPENDENT DIRECTORS. When required by the applicable Texas Insurance Code, the Board shall contain the required number of directors who are not officers or employees of the Corporation or of any entity controlling, controlled by, or under common control with the Corporation and who are not beneficial owners of a controlling interest in the voting stock of the Corporation or any such entity ("Independent Directors").

SECTION 3.3 MEETINGS. Meetings of the Board shall be held at such place within or without the State of Texas as the resolution or notice calling such meeting shall specify, or as the directors may agree. The Board shall meet at least one (1) time per year, and at minimum shall have an annual meeting to elect officers for the forthcoming year, and transacting such other business as is necessary for the proper and advisable operation of the Board and Corporation. Proper notice of meetings shall be given. If, for any reason, such annual meeting is not or cannot be held as herein prescribed, the officers may be elected at the first meeting thereafter called pursuant to these Bylaws. Special meetings of the Board may be held at any time upon the call of the Chairman of the Board or any majority of directors. Written notice of all special meetings of the Board shall be given to each director, which notice shall state the time, place and purposes of such meeting, and shall be provided to each director at least one day before such meeting by mail, electronic mail or by personal delivery.

SECTION 3.4 PARTICIPATION BY AUDIO/VIDEO CONFERENCE. Members of the Board or any committee of the Board may participate in a meeting of such Board or committee by any audio or audio/video equipment or method, during which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

SECTION 3.5 WAIVER OF IRREGULARITY. If any meeting of the Board be irregular for lack of call or notice, provided a quorum was present at such meeting, the proceedings of such meeting may be ratified and approved by unanimous Board resolution.

SECTION 3.6 QUORUM. A majority of the total number of directors shall constitute a quorum for the meeting and transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum be present at any meeting, those present may adjourn the meeting to a specified future date within thirty (30) days thereafter and shall provide notice to all directors of such future meeting date/time/place no less than five (5) days before such meeting.

SECTION 3.7 POWER AND AUTHORITY. The management of the business and affairs of the Corporation shall be directed by its Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by the Texas Insurance Code, or by the Articles of Incorporation, or by these Bylaws directed or required to be exercised or done by the stockholders.

SECTION 3.8 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

SECTION 3.9 COMMITTEES. The Board may create and appoint any committees as it may deem appropriate. Each such committee shall consist of at least two (2) members of the Board, and if required by applicable Texas Insurance Code, applicable committees shall have an appropriate number of Independent Directors. The Board and committees may create and approve a Charter governing the purpose, actions and authority of such committees. Each committee shall have and may exercise such powers as shall be conferred or authorized by the Board resolution approving the committee and its Charter. Unless stated otherwise in its Charter, a majority of any such committee may determine its action and may fix the time and place of its meetings unless provided otherwise by the Board. The Board shall have the power at any time to fill vacancies, change the size or membership of, and discharge/dissolve any such committee. Unless stated otherwise in its Charter, for the purposes of committee meetings, a majority of the members shall constitute a quorum, but less than a quorum may adjourn such meetings from time to time without notice. Written records of committee proceedings shall be maintained by the Corporation and submitted to the Board as may be requested by the Board. The requirements of this provision may be met by the Corporation's Insurance Holding Company System parent company, as provided in the Texas Insurance Code.

SECTION 3.10 COMPENSATION OF DIRECTORS. Directors who are employees of the Corporation, shall not receive any salary or fees for their services, but expenses of attending meetings may be allowed/paid by the Corporation. Any independent or outside directors may receive board fees for their services, as determined by the directors who are employees of the Corporation from time to time.

Whenever notice is required to be given under any provision of these Bylaws, the Articles of Incorporation or the Texas Insurance Code, a written waiver thereof, signed by the person entitled to the notice, whether before or after the time stated therein, shall be the equivalent of notice. Attendance of a person at a meeting, including attendance by proxy at a stockholders' meeting, shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction

of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

## ARTICLE IV

### OFFICERS

SECTION 4.1 DESIGNATION, NUMBER, ELECTION. The Board, at its initial meeting and thereafter at its annual meeting of stockholders and at any other time, shall appoint the officers of the Corporation. The required officers shall be: President, Treasurer and Secretary, and the Board may also appoint any other officers as it shall deem necessary and advisable from time to time, who shall have the authorities, functions, powers, duties and terms as determined from time to time by the Board or CEO. Executive and non-executive officer positions / classes may be established. Two or more offices may be held by the same person. In the case whereby an instrument must be executed, acknowledged or verified by two or more officers no officer shall execute, acknowledge or verify in more than one capacity. Officer categories and positions may be divided into bands and classes, with separate titles and roles as determined by the Board and/or CEO.

SECTION 4.2 COMPENSATION. The compensation of all executive officers of the Corporation shall be set by the Board, and no officer shall be prevented from receiving such salary or reimbursement by reason of the fact that he is also a director of the Corporation. The compensation of non-executive officers shall be determined or approved by the CEO.

SECTION 4.3 TERM OF OFFICE, REMOVAL, VACANCIES. Each officer of the Corporation appointed by the Board shall hold office until the next annual meeting of the Board (or such meeting as is held in lieu of any such regularly scheduled annual meeting), and until a successor is chosen and qualifies or until the earlier death or resignation or removal of the officer in the manner hereinafter provided. Any executive officer may be removed at any time by the CEO whenever, in his judgment, the best interests of the Corporation would be served thereby. Any other officer appointed by the Board may be removed at any time by the CEO or affirmative vote of a majority of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation at any time, or any new offices may be filled by the Board for the unexpired portion of the term.

SECTION 4.4 CHAIRMAN OF THE BOARD; CEO. The Board may elect or appoint a Chairman of the Board, who shall preside at all meetings of the Board. The CEO shall be the principal executive officer of the Corporation, and shall (a) supervise and manage the overall day-to-day business and affairs of the Corporation, and (b) perform all duties usually incident to the office of CEO and such other duties as may be prescribed by the Board from time to time. The CEO may sign contracts and other documents within the ordinary scope of business and may sign, with any other proper officer of the Corporation, certificates of stock of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments as necessary for the Corporation.

SECTION 4.5 PRESIDENT AND VICE PRESIDENTS. The Board shall appoint a President and may appoint any number and type of Vice Presidents. The President of the Corporation shall also be a director. In the absence of the CEO, or in the event of the CEO's

disability, vacancy or inability to act, the Board may designate an officer to assume the duties of CEO and when so acting, shall have all the powers of and be subject to all the restrictions upon the CEO. Such officer shall perform such other duties as from time to time may be assigned by the Board. The Vice Presidents shall have the role, title, authorities, duties and responsibilities as determined by the Board or CEO.

**SECTION 4.6 SECRETARY.** The Board shall appoint a Corporate Secretary, who shall have the role, title, authorities, duties and responsibilities as determined by the Board from time to time, which shall include without limitation: (a) keep and maintain the minutes of meetings and actions and proceedings of the stockholders, the Board and committees of the Board in one or more corporate record books; (b) certify the Bylaws, resolutions of the stockholders and Board and its committees, and other documents of the Corporation as true and correct copies thereof where so required; (c) ensure that all notices of meetings of stockholders and meetings of the Board are duly given in accordance with the provisions of these Bylaws or as required by statute; (d) be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to documents as necessary; (e) maintain a registry / ledger of the shares and shareholders of the Corporation; (f) sign, certificates of stock of the Corporation; (g), perform all duties usually incident to the office of corporate secretary and such other duties as from time to time may be assigned to such secretary by the CEO or by the Board.

**SECTION 4.7 TREASURER / CHIEF FINANCIAL OFFICER.** The Board shall appoint a Treasurer, who shall have role, title, authorities, duties and responsibilities as determined by the Board or CEO from time to time, and in general shall perform the duties incident to a treasurer including without limitation management of the Corporation's funds, cash and treasury. The Board may appoint a Chief Financial Officer ("CFO"), who shall have role, title, authorities, duties and responsibilities as determined by the Board or CEO from time to time, including the overall management and supervision of the financial, accounting, securities, investment, borrowing, lending, banking, trust, custody, depository, and financial matters of the Corporation. The CFO shall: (a) have charge and custody of and be responsible for all funds, cash and securities of the Corporation. Unless separate persons are appointed to such positions, the CFO shall act as the Treasurer of the Company.

## **ARTICLE V**

### **INDEMNIFICATION**

**SECTION 5.1 INDEMNIFICATION.** The Corporation shall, to the fullest extent permitted by the Texas Insurance Code and Texas Business Organizations Code (as may be amended from time to time), indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. These indemnification obligations include advancement of expenses, to the fullest extent permitted by the Texas Insurance Code and Texas Business Organizations Code (as may be amended from time to time).

**SECTION 5.2 CONTRACT WITH THE CORPORATION.** The provisions of this Article V shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the Texas Insurance Code or other applicable law are in effect, and any repeal or modification of any such law or of this Article V shall not affect any rights or obligations then existing with respect to any state of facts then or after existing or any action, suit or proceeding brought or threatened based in whole or in part upon any such state of facts.

**SECTION 5.3 OTHER RIGHTS OF INDEMNIFICATION.** The indemnification provided or permitted by this Article V shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

## **ARTICLE VI**

### **CERTIFICATES OF STOCK AND THEIR TRANSFER**

**SECTION 6.1 CERTIFICATES.** The certificates of stock of the Corporation shall be in such form, not inconsistent with the Articles of Incorporation, as shall be approved by the Board. They may be signed in the name of the Corporation by (a) the CEO or President, and (b) the Corporate Secretary or an assistant secretary and shall bear the corporate seal. The Corporation shall maintain an appropriate ledger/record book of the share certificates of the Corporation. All share certificates shall be consecutively numbered. The name of the person to whom each certificate is issued, the number of shares represented thereby, and the date of issue shall be entered on the books of the Corporation. Shares of the stock of the Corporation shall be transferred only on the books of the Corporation by the holder thereof in person, or by his/her attorney, and upon surrender and cancellation of certificates for a like number of shares. No such transfer of stock shall be valid against the Corporation so long as the registered holder thereof shall be liable to the Corporation as principal debtor, surety, or otherwise for any debt which shall be due or unpaid and the Board must first consent to the transfer of any shares of stock of a registered holder who is otherwise indebted to the Corporation.

**SECTION 6.2 REGISTERED STOCKHOLDERS.** The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Texas.

**SECTION 6.3 REPLACEMENT CERTIFICATES.** In the case of the loss, theft or destruction of any certificate representing shares of stock of the Corporation, a new certificate may be issued upon the following conditions: the owner shall file with the Secretary an affidavit giving the facts in relation to the ownership and the loss or destruction of said certificate, stating its number and the number of shares represented thereby. The Secretary shall present such affidavit to the Board and, if the Board shall be satisfied that such certificate has been lost, stolen or destroyed, that a new certificate ought to be issued in lieu thereof, the Board may direct the officers of the Corporation to issue a new certificate, provided that such determination may be condition upon the filing of an agreement or bond in such penal sum, with such conditions, in

such form and with such surety as the Board may prescribe, to indemnify and save harmless the Corporation from and against any claim, loss, expense, damage or liability occasioned by the issuance of such new certificate, and upon the filing of such bond, the proper officers of the Corporation shall issue a new certificate for the number of shares to the owner of the certificate so lost or destroyed.

**SECTION 6.4 RECORD DATES.** In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any other purpose, the Board may fix a record date which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. In the case of a meeting called to consider a proposed merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, the record date shall be not less than twenty (20) days, immediately preceding such meeting. If no record date is fixed:

- (1) The record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.
- (2) The record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is expressed.
- (3) The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting, except that the Board may fix a new record date for the adjourned meeting.

## **ARTICLE VII**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 7.1 CONTRACTS.** The Board may authorize any officer(s) of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**SECTION 7.2 LOANS.** No loans or indebtedness greater than one million dollars (\$1,000,000) shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**SECTION 7.3 CHECKS, DRAFTS AND OTHER INSTRUMENTS.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation shall be signed by such officer or officers, employee or employees of the Corporation and in such manner as may be appropriate for such officer position or as may be determined by resolution of the Board.

## ARTICLE VIII

### GENERAL PROVISIONS

SECTION 8.1 DIVIDENDS. Subject to any provisions of any applicable laws or of the Articles of Incorporation, dividends may be declared and paid upon the capital stock of the Corporation by the Board; and such dividends may be paid in cash, property, or shares of the capital stock of the Corporation.

SECTION 8.2 RESERVES. Before payment of any dividends, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining corporate property, or for such other purpose as the directors shall think conducive to the interests of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

SECTION 8.3 VOTING OF STOCK OF OTHER CORPORATIONS. In the absence of specific action by the Board, the CEO, CFO and any other executive officers shall have authority to vote on behalf of the Corporation on matters related to other entities in which the Corporation has any ownership interest and represent the Corporation, the securities of other corporations, both domestic and foreign, held by the Corporation.

SECTION 8.4 NOTICES. Notices to directors and stockholders shall be in writing and delivered personally, by electronic mail or mailed to the directors or stockholders at their addresses appearing on the books of the Corporation. In all such methods notice shall be deemed to be given two (2) days after it is placed for delivery with proper postage and address, sent by email or delivered by hand.

SECTION 8.5 FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of the next following December.

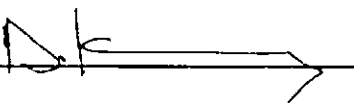
SECTION 8.6 SEAL. The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal" or similar designation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise applied.

SECTION 8.7 SEVERABILITY: AMENDMENTS. If any provision of these Bylaws, or its application thereof to any person or circumstances, is held invalid, the remainder of these Bylaws and the application of such provision shall not be affected thereby. These Bylaws may be altered or repealed by the Board at any time, and from time to time.

SECTION 8.8 WAIVER OF NOTICE. Whenever notice is required to be given under any provision of these Bylaws, the Articles of Incorporation or the Texas Insurance Code, a written waiver thereof, signed by the person entitled to the notice, whether before or after the time stated therein, shall be the equivalent of notice. Attendance of a person at a meeting, including attendance by proxy at a stockholders' meeting, shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice. \*\*\*\*\* E N D \*\*\*\*\*

BYLAWS OF  
CLEAR BLUE INSURANCE COMPANY

Signed and certified this 15 day of December 2022.

By: 

Daniel Kennedy  
Corporate Secretary