

F94 000004728

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

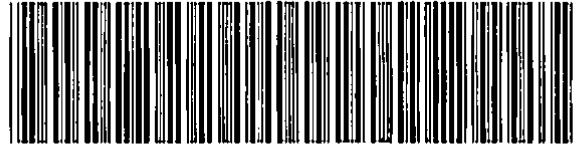
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/10/19 -01011 --014 **43.75

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SEP 20 2019

2019 SEP 10 PM 12:56

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Mendota Insurance Company
Name of Corporation

DOCUMENT NUMBER: F94000004728

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Elsa M. (Ojeda) Fernandez

Name of Contact Person

Mendota Insurance Company

Firm/Company

8600 NW 17 ST, Suite 201

Address

Doral, FL 33126

City/State and Zip Code

eojeda@mendota-insurance.com

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

For further information concerning this matter, please call:

Elsa M. (Ojeda) Fernandez at (305) 716-6212
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

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)

F94000004728

(Document number of corporation (if known))

1. Mendota Insurance Company

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

2. Minnesota

(Incorporated under laws of)

3. January 19, 1995

(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? _____

5. _____
(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.

June 28, 2019

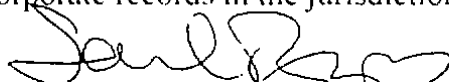
(New duration)

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

Tennessee

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other officer 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)

Sandra M. Pappas

(Typed or printed name of person signing)

Secretary

(Title of person signing)

JUN 19 1995



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

CFS
SUITE B
992 DAVIDSON DRIVE
NASHVILLE, TN 37205

Request Type: Certified Copies
Request #: 325585

Issuance Date: 08/07/2019
Copies Requested: 1

Document Receipt

Receipt #: 004958422

Filing Fee: \$20.00

Payment-Account - #23391 CFS-1, NASHVILLE, TN

\$20.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **Mendota Insurance Company**, Control # 1037091 was formed or qualified to do business in the State of Tennessee on 06/28/2019. Mendota Insurance Company has a home jurisdiction of TENNESSEE and is currently in an Active status. The attached documents are true and correct copies and were filed in this office on the date(s) indicated below.

Tre Hargett
Secretary of State

Processed By: Alex Maxfield

The attached document(s) was/were filed in this office on the date(s) indicated below:

<u>Reference #</u>	<u>Date Filed</u>	<u>Filing Description</u>
B0707-2816	06/28/2019	Conversion
B0707-2816	06/28/2019	Initial Filing

**AMENDED AND RESTATED CHARTER
OF
MENDOTA INSURANCE COMPANY**

Mendota Insurance Company, a corporation organized under the Tennessee Business Corporation Act (Tennessee Code Annotated § 48-11-101 *et seq.*), hereby adopts the following Amended and Restated Charter of Mendota Insurance Company:

ARTICLE I - NAME

The name of the Company shall be Mendota Insurance Company (hereinafter referred to as the "Company").

ARTICLE II - PERIOD OF DURATION

The duration of the Company shall be perpetual.

ARTICLE III - FOR PROFIT

The Company is for profit.

ARTICLE IV - PURPOSES, OBJECTS AND POWERS

The purposes, objects and powers of the Company are:

- a. To engage in any lawful business, act or activity for which a corporation may be organized under the Tennessee Business Corporation Act, it being the purpose and intent of this Article IV to invest the Company with the broadest purposes, objects and powers lawfully permitted a corporation formed under the said Act.
- b. To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection therewith all powers given to corporations by the laws of the State of Tennessee.
- c. Without limiting the scope and generality of the foregoing, the Company shall have the following specific purposes, objects and powers:
 - (i) To transact the business of property, casualty and automobile insurance and to issue every other kind of insurance in such places as may be approved by the Board of Directors subject to applicable regulatory approvals, all in a manner not inconsistent with the laws of the State of Tennessee or the provisions hereof.
 - (ii) To have and to exercise any and all of the powers specifically granted in the insurance laws of the State of Tennessee, none of which shall be deemed to be inconsistent with the nature, character or object of the Company and none of which are denied to it by this Amended and Restated Charter, including, without limitation, the power to accept and execute all legal trusts which may be confided to the Company.

(iii) To acquire, own, manage, operate, improve or deal with and to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(iv) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, corporation or governmental unit, and while the owner and holder hereof to exercise all rights of possession and ownership.

(v) To purchase or otherwise acquire (including, without limitation, to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore) to the fullest extent permitted by the Tennessee Business Corporation Act, and to sell, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations or other securities.

(vi) To borrow money from any person, firm, corporation or governmental unit and to secure any debt by mortgage or pledge of any property of the Company; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Tennessee as the same may be amended from time to time.

(vii) To lend money, extend credit or use its credit to assist any person, firm, corporation or governmental unit, including, without limitation, its employees and directors and those of any subsidiary, in accordance with and subject to the provisions of the Tennessee Business Corporation Act and the Tennessee Insurance Law (Tennessee Code Annotated § 56-1-101 *et seq.*).

(viii) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, corporation or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Company.

(ix) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(x) To carry on its business anywhere in the United States and in foreign countries.

(xi) To elect or appoint officers and agents and define their duties and fix their compensation; to establish profit sharing plans, stock bonus plans, stock option plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.

(xii) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

All words, phrases and provisions appearing in this Article IV are used in their broadest sense, are not limited by reference to or inference from any other words, phrases or provisions and shall be so construed.

ARTICLE V - CAPITAL STOCK

The Company is authorized to issue three million five hundred thousand shares (3,500,000) with a par-value of One Dollar (\$1.00) each and said stock is to be paid for in cash. At every meeting of the stockholders, each stockholder shall be entitled to one (1) vote in person or in proxy for each share of stock held by him or it in his or its individual, corporate or representative capacity.

A regular or special meeting of stockholders may be held solely by any combination of means of remote communication through which the stockholders may participate in the meeting if the number of stock held by the stockholders participating in the meeting would be sufficient to constitute a quorum. A stockholder not physically present in person or by proxy at a regular or special meeting of stockholders may, by means of remote communication, participate in meeting of stockholders held at a designated place. Notice of the meeting shall be given to every holder of stock entitled to vote.

ARTICLE VI - REGISTERED AGENT, REGISTERED OFFICE AND OTHER OFFICES

C.T. Corporation System shall serve as registered agent. The registered office is currently located at 300 Montvue Road, Knox County, Knoxville, Tennessee 37919.

The address of the home office and principal place of business of the Company shall be 3343 Perimeter Hill Drive, Suite 214 Nashville, Tennessee 37211 or at such other place within the State of Tennessee as the Board of Directors may determine provided such place complies with applicable law. The Company's administrative office address shall be 2980 Commers Drive, Eagan, Minnesota 55121 or at such other place either within or without the Company's State of Tennessee as the Board of Directors may determine provided such place complies with applicable law. The Company may establish branches and agencies in any other part of the State of Tennessee, in other states or territories of the United States, or in the District of Columbia.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors of this Corporation shall be vested and the Board of Directors consisting of no more than nine (9) and no less than three (3) Directors, all of whom shall be elected by the holders of the common stock of this corporation at each annual meeting thereof to serve for a term of one (1) year until their respective successors are duly elected and qualified. Unless duly waived by the Commissioner of Commerce and Insurance, at least one-third (1/3) of the Directors shall be independent. Vacancies on the Board may be filled by the remaining members of the Board to serve until the next regular annual meeting of the shareholders provided that not more than one-third (1/3) of the Board of Directors may be so filled in any one (1) year.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Directors are hereby empowered to exercise all such powers and do all such acts

and things as may be exercised or done by the Company; subject, nevertheless, to the provisions of the Tennessee Business Corporation Act and the Tennessee Insurance Law, this Amended and Restated Charter and to any bylaws from time to time adopted; provided, however, that no bylaws so adopted shall invalidate any prior act of the directors which would have been valid if such bylaw had not been adopted.

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by the Tennessee Business Corporation Act as in effect on the date hereof and as hereafter amended from time to time, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that except for proceedings to enforce rights to indemnification, the Corporation shall not be obliged to indemnify any director or officer (or his heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors, and provided further, that in no event shall a director be exempt from any obligation imposed by the Tennessee Insurance Law. The right to indemnification conferred by this Article VII shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article VII to directors and officers of the Corporation.

Any repeal or modification of this Article VII shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

ARTICLE VIII - INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Company, the directors and the shareholders are hereby adopted:


- a. The power to alter, amend, or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the Bylaws; provided, however, that the Board of Directors may not alter, amend or repeal any bylaw establishing what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The Bylaws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company, the directors and shareholders not inconsistent with this Amended and Restated Charter.

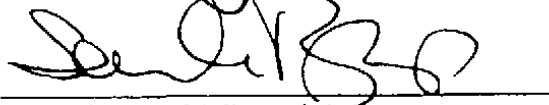
- b. The Company reserves the right from time to time to amend, alter or repeal each and every provision contained in this Amended and Restated Charter, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Tennessee Insurance Law or the Tennessee Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

The foregoing Amended and Restated Charter of the Company supersedes the Second Amended and Restated Certificate of Incorporation of the Company in effect immediately prior to the date that the Company redomesticated from the State of Minnesota to the State of Tennessee.

IN WITNESS WHEREOF, Mendota Insurance Company has caused this Amended and Restated Charter to be executed for it by its President and by its Secretary this 28th day of June, 2019.

MENDOTA INSURANCE COMPANY

BY: 
Stephen J. Harrison
ITS: President

BY: 
Sandra M. Pappas
ITS: Secretary

26231190.2

APPROVED
This 4th day of April 2019

The Department of
Commerce and Insurance
STATE OF TENNESSEE

By: 
Assistant Commissioner for Insurance

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OF
MENDOTA INSURANCE COMPANY**

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- b. The Company reserves the right from time to time to amend, alter or repeal each and every provision contained in this Amended and Restated Charter, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Tennessee Insurance Law or the Tennessee Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

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MENDOTA INSURANCE COMPANY

BY: _____

Stephen J. Harrison
President

ITS: _____

BY: _____

Sandra M. Pappas
Secretary

ITS: _____

26231190.2

APPROVED

This 4th day of April 20 19

The Department of
Commerce and Insurance
STATE OF TENNESSEE

By _____

Assistant Commissioner for Insurance