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(Requestor's Name)

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(City/State/Zip/Phone #)

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☐ WAIT

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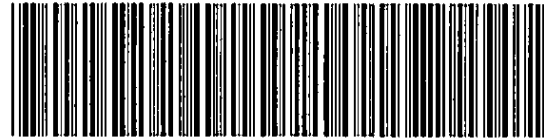
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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DEC 07 2019

2019 NOV -7 AM 9:25

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Gateway Insurance Company

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

**DOCUMENT NUMBER:** F96000003589

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Diana Jenkins

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

Gateway Insurance Company

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

953 American Lane, 3rd Floor

\_\_\_\_\_  
Address

Schaumburg, IL 60173

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

compliance@atlas-fin.com

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

For further information concerning this matter, please call:

Diana Jenkins

847 700-8194

at ( )

\_\_\_\_\_  
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)**

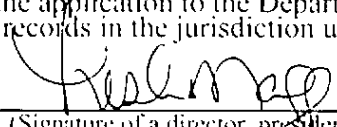
F96000003589

(Document number of corporation (if known))

1. Gateway Insurance Company  
(Name of corporation as it appears on the records of the Department of State)
2. Missouri 3. 07/16/1996  
(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? \_\_\_\_\_
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.  
\_\_\_\_\_  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
Illinois  
(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 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)

Leslie P. DiMaggio

(Typed or printed name of person signing)

Secretary

(Title of person signing)

2011-07-16 9:21



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE

320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: OCT 21 2019   
Director of Insurance

**Articles of Reorganization and Redomestication  
of**

**Gateway Insurance Company**

**Article I**

The name of the corporation shall be Gateway Insurance Company.

**Article II**

The corporation is currently organized under Chapter 375 of the Revised Statutes of Missouri. Pursuant to 215 ILCS 5/180 et seq. and these Articles, after completing its reorganization and redomestication, the corporation shall be deemed to be organized under 215 ILCS 5/Article II.

**Article III**

The corporation is authorized in accordance with its Amended and Restated Articles of Incorporation attached hereto as Appendix 1.

**Article IV**

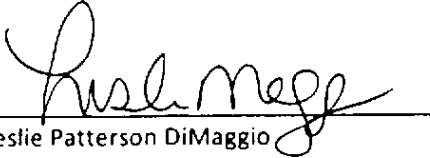
The corporation shall be bound by all the terms and provisions of the Illinois Insurance Code, as applicable to similar domestic companies organized or incorporated thereunder.

**IN WITNESS HEREOF**, the undersigned have hereby acknowledged and sworn to these articles this 7<sup>th</sup> day of August 2019.

By:



Scott David Wollney  
President & CEO



Leslie Patterson DiMaggio  
Secretary

**Amended & Restated Articles of Incorporation  
of  
Gateway Insurance Company**

**Article I**

The name of the corporation shall be Gateway Insurance Company.

**Article II**

The principal office location of the corporation shall be located in Cook County, Illinois.

**Article III**

The period of duration of the corporation is perpetual.

**Article IV**

The corporation shall be organized for the purpose of making insurance as set forth under the following clauses of Illinois law:

(b), (c), (d), (e), (f), (g), (h), (i), (j), (k) of Class 2

(a), (b), (c), (d), (e), (f), (g), (h) of Class 3

of Section 4 of the Illinois Insurance Code.

In order to carry out the purposes for which it is organized, the corporation shall have the following rights and powers to the extent not inconsistent with nor prohibited by the provisions of the law applicable to insurance companies other than life insurance companies, or applicable to all insurance companies:

- (a) To sue and be sued, complain and defend in any court of law or equity;
- (b) To have a corporate seal which may be altered at the pleasure of the corporation and to use such seal by causing it or a facsimile thereof to be impressed or affixed in any manner reproduced;
- (c) To purchase, hold or convey such real estate as the purposes of the corporation shall require, and to take, hold or convey other property, real, personal or mixed, as shall be necessary in the transaction of its business, all to the extent permitted by law;
- (d) To sell, mortgage, loan, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interests in or obligations of other domestic and foreign corporations, associations, partnerships or individuals, all to the extent permitted by law;
- (e) To sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the corporation with or without the goodwill of the corporation, upon such terms and conditions and for such consideration consisting in whole or in part, of money or property, real or personal, including but not restricted to shares of any other domestic or foreign corporations as shall be consistent with the provision of law applicable to such transfers under the laws of the State of Illinois and consistent also with any and all provisions of law applicable to insurance companies other than life insurance companies and provisions of law applicable to all insurance companies;

- (f) To make, contract, and incur liabilities which may be appropriate to enable it to accomplish any and all of its purposes; to issue its notes, bonds, and other obligations, to secure any of its obligations by mortgage, deed of trust, or pledge of any or all of its property, franchise or income; to issue notes or bonds secured or unsecured, which by their terms are convertible to shares of stock of any class upon such terms and conditions and at such rates or prices as may be therein provided; to enter into contracts of reinsurance, either as reinsurer or otherwise, pertaining to insurance other than life insurance, to the extent permitted by law to a corporation of this kind;
- (g) To invest its capital, reserve and surplus funds of whatever kind or character from time to time and to lend money for its corporate purposes, and to take and hold real and personal property as security for the payment of funds so invested or loaned, all to the extent that such investments and loans may be permitted by the provisions of law applicable to insurance companies other than life insurance companies or applicable to all insurance companies;
- (h) To elect or appoint officers and agents of the corporation and to define their duties and fix their compensation, such officers to consist of a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer and such other officers as the Board of Directors may from time to time deem necessary;
- (i) To make and alter By-laws, not inconsistent with these Amended and Restated Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation;
- (j) To terminate its corporate activities and to surrender its corporate franchise;
- (k) To make contributions to corporations or other organizations formed for civic, charitable or benevolent purposes or to any incorporated or unincorporated association, United Fund or community funds not operated or used for profit to its members, but operated for the purposes of raising funds for and of distributing funds to other civic, charitable or benevolent organizations or agencies; and
- (l) To have and exercise all of the powers necessary or convenient to effect or accomplish any or all of the purposes for which the corporation was formed; to exercise all powers, now or hereafter permitted by law to a corporation of this character, and not prohibited by Illinois insurance law.

#### **Article V**

The property and business of the corporation shall be managed and controlled by the Board of Directors, which shall consist of not less than three (3) nor more than twenty-one (21) persons who shall be elected at each annual meeting of shareholders. Vacancies on the Board of Directors may be filled by a majority vote of the remaining Directors. The Board of Directors may repeal or amend the By-laws of this corporation or may adopt new or additional By-laws, but such By-laws shall not be inconsistent with these Articles of Incorporation or with the laws of the State of Illinois. Meetings of the Board of Directors may be held within or without the State as the Board of Directors may decide. A Majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the members are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### **Article VI**

The aggregate number of shares which the corporation shall have authority to issue shall be Fifty Thousand (50,000) shares of the par value of One Hundred Dollars (\$100.00) per share. Each share of


stock shall be entitled to one (1) vote, except that in all elections for Directors, Shareholders shall have the right of cumulative voting. No preferred shares of the corporation are authorized.

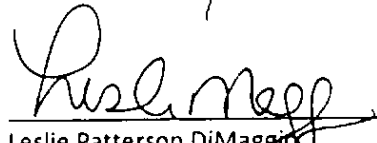
#### Article VII

Amendments of the Amended and Restated Articles of Incorporation may be submitted by resolution of the Board of Directors at any regular or special meeting of Shareholders and adopted by the affirmative vote of the majority of outstanding shares entitled to vote.

IN WITNESS HEREOF, the undersigned has hereby set his hand and seal this 7th day of August 2019.

By:

  
\_\_\_\_\_  
Scott David Wollney  
President & CEO

  
\_\_\_\_\_  
Leslie Patterson DiMaggio  
Secretary

