

F96000004118

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

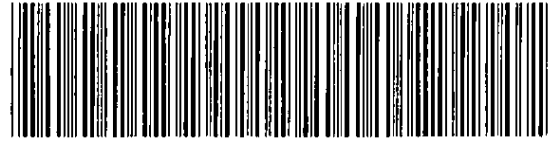
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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S. CHATHAM
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached are forms for a change of name, duration, or jurisdiction, for a foreign profit corporation qualified to do business in Florida as required by section 607.1504, Florida Statutes.

- Complete the appropriate application for amendment attached to this letter.
- An original certificate or a document of similar import from the state of incorporation evidencing the amendment must be submitted with the application. The certificate must be issued within the past 90 days.
- Fees for the amendment are:

Filing Fee	\$ 35.00 (Includes a letter of acknowledgment)
Certified Copy (optional)	\$ 8.75
Certificate of Status (optional)	\$ 8.75
- Send one check in the total amount made payable to the Florida Department of State.
- Please include a letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

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

For further information, you may call (850) 245-6050.

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Clear Blue Insurance Company

Name of Corporation

DOCUMENT NUMBER: F96000004118

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@cbinsgroup.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

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Division of Corporations
The Centre of Tallahassee
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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)

F96000004118

(Document number of corporation (if known))

1. Clear Blue Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Illinois 3. 08/12/1996
(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? 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

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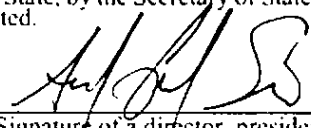
9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<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
_____	_____	_____	<input type="checkbox"/> Add
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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



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.

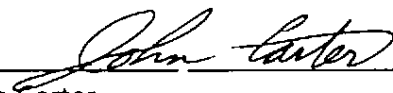
Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department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

Amendment to the articles of incorporation for Clear Blue 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 23rd day of June, 2023.



COMMISSIONER OF INSURANCE

BY: 
John Carter
Director
Company Licensing and Registration Office



PO Box 149104 | Austin, TX 78714 | 1-800-578-4677 | tdi.texas.gov

December 21, 2022

We approved your application

TDI has approved the redomestication from Illinois to Texas for Clear Blue Insurance Company, TDI License 95639. Please save a copy for your records.

If you have questions, use this reference number: 1131610

Cassie Brown
Commissioner of Insurance

A handwritten signature in black ink that reads "John Carter". The signature is written in a cursive style and is positioned above a horizontal line.

John Carter, Director
TDI Company Licensing and Registration Office
Commissioner's Order No. 3632

Recommended by:

A handwritten signature in black ink that reads "Stacey Kurazawa". The signature is written in a cursive style and is positioned above a horizontal line.

Stacey Kurazawa, Insurance Specialist
TDI Company Licensing and Registration Office

ARTICLES OF INCORPORATION
OF
CLEAR BLUE INSURANCE COMPANY

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

Article I

The name of the Corporation shall be *Clear Blue 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.

* * * * *

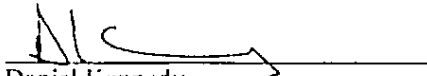
[Signatures to follow]

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.

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

Jerome D. Breslin
President and Chief Executive Officer

Attest:

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

Daniel Kennedy
Corporate Secretary and Chief Legal Officer

Date: December 15, 2022