

M220000003591

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

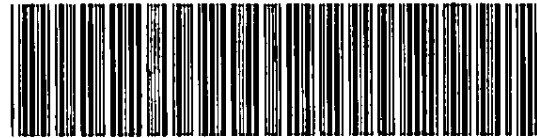
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FL

2/6/23
J. W.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: UNDERWRITERS SAFETY & CLAIMS, LLC

Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kristina Keane

Name of Person

Charles Taylor TPA LLC

Firm/Company

3697 Eagle Ct

Address

Dekalb, IL 60115

City/State and Zip Code

kristina.keane@charlestaylor.com

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

For further information concerning this matter, please call:

Kristina Keane

at (708) 465-7252

Name of Person

Area Code & Daytime Telephone Number

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:

☒ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: UNDERWRITERS SAFETY & CLAIMS, LLC

Enter new principal office address, if applicable: _____

(Principal office address

MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address

MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M22000003591

3. Jurisdiction of its organization: Kentucky

4. Date authorized to do business in Florida: 02/21/2022

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: Charles Taylor TPA, LLC
(must contain "Limited Liability Company," "L.L.C." or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

Florida

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

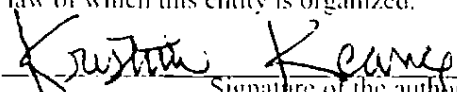
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(c), indicate that change:

Update authorized persons/members/managers

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MB, AP	Smith, Timothy C	1700 EASTPOINT PKWY.	<input type="checkbox"/> Add
		LOUISVILLE, KY 40223	<input checked="" type="checkbox"/> Remove
Mbr/VP	Conor Bagnall	64 Danbury Rd, Ste 200	<input checked="" type="checkbox"/> Add
		Wilton, CT 06897	<input type="checkbox"/> Remove
Mgr	Charles Taylor Acquisitions II LLC	64 Danbury Rd, Ste 200	<input checked="" type="checkbox"/> Add
		Wilton, CT 06897	<input type="checkbox"/> Remove
Mbr/Sec	Kristina Keane	64 Danbury Rd, Ste 200	<input checked="" type="checkbox"/> Add
		Wilton, CT 06897	<input type="checkbox"/> Remove
Mbr/CEC	Christopher Schaffer	64 Danbury Rd, Ste 200	<input checked="" type="checkbox"/> Add
		Wilton, CT 06897	<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of the authorized representative

Kristina Keane, Member, Secretary

Typed or printed name of signee

Filing Fee: \$25.00

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

Michael G. Adams
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Certificate of Existence

Authentication number: 280393

Visit <https://web.sos.ky.gov/fts/show/certvalidate.aspx> to authenticate this certificate.

I, Michael G. Adams, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

CHARLES TAYLOR TPA, LLC

is a limited liability company duly organized and existing under KRS Chapter 14A and KRS Chapter 275, whose date of organization is February 23, 1954 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 2nd day of November, 2022, in the 231st year of the Commonwealth.



Michael G. Adams

Michael G. Adams
Secretary of State
Commonwealth of Kentucky
280393/0062568



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

0062568.06

dwilliams
AMD

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
8/17/2022 2:44 PM
Fee Receipt: \$40.00

Division of Business Filings
P.O. Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Articles of Amendment
(Limited Liability Company)

LLA

Pursuant to the provisions of KRS 14A and KRS Chapter 275, the undersigned applicant applies to amend articles and, for that purpose, submits the following statements:

1. The name of the limited liability company on record with the Office of the Secretary of State is:

Underwriters Safety and Claims, LLC

(Name must be identical to the name on record with the Secretary of State.)

2. The text of each amendment adopted: _____

Article 1: The name of the limited liability company is Charles Taylor TPA, LLC."

3. The date of adoption of each amendment was Aug. 8, 2022

4. Mark the appropriate line in the following statement for the adoption of the amendment (check only one option):

The amendment(s) was/were duly adopted by the managers ☒ or members ☐ X in accordance with the articles of organization, the operating agreement of the limited liability company, or this chapter.

5. This amendment will be effective upon filing.

6. The individual signing these articles of amendment is a (check only one): Member ☐ or Manager ☒

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.


Christopher E. Schaller
Signature of Member, Manager or Authorized Party

Charles Taylor
Acquisitions II, LLC, Manager
Printed Name

President & CEO
Title

8/15/2022
Date

Signature of Member, Manager or Authorized Party

Printed Name

Title

Date

**JOINT UNANIMOUS WRITTEN CONSENT
OF THE SOLE MANAGER AND MEMBERS OF
UNDERWRITERS SAFETY AND CLAIMS, LLC**

The undersigned being the Sole Manager and all of the Members of Underwriters Safety and Claims, LLC (the "Company"), a Kentucky limited liability company, hereby waive (i) call of and (ii) notice of the time, place, and purpose of a meeting of Sole Manager and the Members, and in lieu of a special meeting hereby adopt by unanimous consent the following resolutions as actions of the Sole Manager and the Members, effective as of the 8th day of August, 2022:

WHEREAS, the Company desires to amend its Articles of Organization by changing the name to "Charles Taylor TPA, LLC"; and now, therefore, be and it is:

RESOLVED, that the Articles of Incorporation of the Company be amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

The name of the limited liability company is Charles Taylor
TPA, LLC.

The undersigned, being the Sole Manager and all of the Members of the Company, hereby expressly unanimously consents to the foregoing resolutions, as being actions of the Sole Manager and all of the Members of the Company in full accordance with the Kentucky Limited Liability Company Act and the Amended and Restated Limited Liability Company Agreement of the Company. The signature of the Sole Manager and all of the Members constitutes such consent.

This Joint Unanimous Written Consent of the Sole Manager and all of the Members may be executed in one or more counterparts, by electronic mail (.PDF), each of which shall be deemed an original and all of which shall constitute one and the same Joint Unanimous Written Consent, and shall become effective when one or more counterparts have been signed by each Member and the Sole Manager, it being understood that all of the Members and the Sole Manager need not sign the same counterpart.

[Signatures on separate page]