

P070000064832

(Requestor's Name)

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(City/State/Zip/Phone #)

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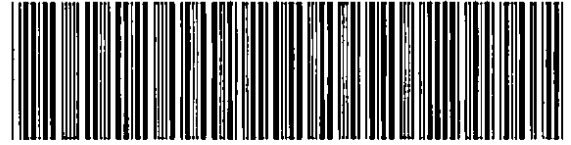
(Business Entity Name)

(Document Number)

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merge

10/18/22--01012--001 **70.00

A. RAMSEY
NOV 04 2022

FILED
2022 OCT 18 AM 8:14
2022 NOV -3 AM 8:13

*00789, 00524, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 20, 2022

BROOKE ADLER
AMERICAN COASTAL INSURANCE COMPANY
800 2ND AVE S.
ST. PETERSBURG, FL 33701

SUBJECT: AMERICAN COASTAL INSURANCE COMPANY
Ref. Number: P07000064832

We have received your document for AMERICAN COASTAL INSURANCE COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the articles of incorporation for the surviving corporation. Please see third paragraph where it states that the articles are attached as exhibit A.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6823.

Annette Ramsey
OPS

Letter Number: 422A00023493

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AMERICAN COASTAL INSURANCE COMPANY
Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

BROOKE ADLER

Contact Person

AMERICAN COASTAL INS. CO.

Firm/Company

800 2ND AVENUE SOUTH

Address

ST PETERSBURG FL 33701

City/State and Zip Code

badler@upcinsurance.com

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

For further information concerning this matter, please call:

Name of Contact Person

At (_____) _____
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

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

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with §607.1105 of the Florida Business Corporation Act (the "FBCA").

First:

The name and jurisdiction of the surviving corporation:

AMERICAN COASTAL INSURANCE COMPANY Florida P07000064832

Second:

The name and jurisdiction of each merging corporation:

JOURNEY INSURANCE COMPANY Florida P18000073959

Third:

The articles of incorporation of the surviving corporation are attached as Exhibit A.

Fourth:

The plan of merger was approved by the Board of Directors and shareholders of JOURNEY INSURANCE COMPANY and AMERICAN COASTAL INSURANCE COMPANY on June 16, 2022.

Fifth:

This entity exists before the merger and is a domestic filing entity.

Sixth:

The merger shall become effective on June 1, 2022.

The undersigned corporation has caused this statement to be signed by a duly authorized officer or director who affirms, under penalties of perjury, that the facts stated above are true and correct.

Dated: June 17, 2022

AMERICAN COASTAL INSURANCE
COMPANY

By: 

Brooke Adler
Secretary

Dated: June 17, 2022

JOURNEY INSURANCE COMPANY

By: 

Brooke Adler
Secretary

FILED
2022 NOV -3 AM 8:13
CLERK OF COURT
JACKSONVILLE, FLORIDA

APPROVED

~~RECEIVED~~

ARTICLES OF INCORPORATION
FOR
AMERICAN COASTAL INSURANCE COMPANY

Docketed by: CBM

The undersigned incorporator, for the purpose of forming a corporation for profit pursuant to the Laws of the State of Florida, and particularly Chapter 607 and Chapter 628, Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the corporation shall be American Coastal Insurance Company. For convenience, the corporation shall be referred to in this instrument as the "Company." These Articles of Incorporation are referred to as the "Articles," and the Bylaws of the Company are referred to as the "Bylaws."

ARTICLE 2
OFFICE

The principal office and mailing address of the Company shall initially be 4000 Hollywood Blvd, Suite 370 North, Hollywood, Florida, 33021 or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Company shall be kept at its principal office or at such other place as may be permitted by the Act.

ARTICLE 3
PURPOSE

The purpose for which the Company is organized is to engage in any and all business permitted under the laws of the State of Florida and elsewhere, including but not limited to all aspects of writing insurance in the State of Florida and in other states as permitted by the respective regulatory authorities. Pursuant to section 628.081(3)(c), Florida Statutes, the Company is being formed to write all kinds of insurance authorized to be written in the State of Florida, including but not limited to Residential Property coverage.

ARTICLE 4
POWERS

The Company shall have all of the common law and statutory powers of a corporation for profit under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles or the Bylaws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the Bylaws, as they may be amended from time to time.

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DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE 5
AUTHORIZED SHARES

The Company shall be authorized to issue up to One Hundred Thousand (100,000) shares of common stock, each having a par value of One Dollar (\$1.00) per share.

ARTICLE 6
TERM OF EXISTENCE

The Company shall have perpetual existence.

ARTICLE 7
INDEMNIFICATION

7.1 Personal Liability. The personal liability of the directors and officers of the Company is hereby eliminated to the fullest extent permitted under the Laws of Florida, as the same may be amended and supplemented. Without limiting the generality of the foregoing, no director of the Company shall be liable to the Company or its shareholders for monetary damages (including, without limitation, any judgment, amount paid in settlement, fine, penalty, punitive damages, or expense of any nature including attorney's fees) for breach of any duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) under section 607.0831, Florida Statutes, or as provided in section 607.0850, Florida Statutes, or (iv) for any transaction from which the director derived an improper personal benefit either directly or indirectly. No amendment to or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of the Company on, for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

7.2 Indemnification. The Company shall, to the fullest extent permitted by the provisions of sections 607.0831 and 607.0850, Florida Statutes, as the same maybe amended and supplemented, indemnify directors and officers from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, 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 a person.

7.3 Amendment. No amendment, modification or repeal of this Article 7 shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

ARTICLE 8
OFFICERS

The day-to-day affairs of the Company shall be administered by the officers holding the

offices designated in the Bylaws. The officers shall be elected by the board of directors of the Company (the "Board") at its first meeting following the annual meeting of the shareholders of the Company and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The terms of office of the initial officers shall be for not more than one year after the date of incorporation of the Company.

ARTICLE 9 DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Company shall be managed by the Board consisting of the number of directors determined in the manner provided by the Bylaws, but which shall consist at any time of not less than five (5) directors.

9.2 Duties and Powers. All of the duties and powers of the Company shall be exercised exclusively by the Board, its officers, agents, contractors or employees.

9.3 Election and Removal. Directors of the Company shall be elected at the annual meeting of the Shareholders in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws. Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the Company.

9.4 Standards. Each director shall discharge his or her duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Company. Unless a director has knowledge concerning a matter in question that makes reliance unwarranted, a director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Company whom the director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the director reasonably believes are within the persons' professional or expert competence; or a Committee of which the director is not a member if the director reasonably believes the Committee merits confidence. A director shall not be liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his office in compliance with the foregoing standards.

9.5 Term. Each director's initial term shall be for one year and thereafter as set forth in the Bylaws.

ARTICLE 10 BYLAWS

The first Bylaws of the Company shall be adopted by the Board and may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE II
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 607, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby. Amendments to these Articles may also be adopted by written consent as provided in the Bylaws and Chapter 607, Florida Statutes.

12.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 607 and Chapter 628, Florida Statutes (the latter to control over the former).

12.3 Recording. A copy of each amendment shall be filed with the Office of Insurance Regulation and with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 12
INCORPORATOR

The name and address of the Incorporators of this Company is:

<u>Name</u>	<u>Address</u>
H. Wade Reece	3605 Glenwood Ave. Raleigh, NC 27612
David M. Pruett	187 W. Independence Blvd. Mt. Airy, NC 27030
R. Daniel Peed	20405 Hwy 249, Ste. 430 Houston, TX 77070
Andrea Holder	3605 Glenwood Ave. Raleigh, NC 27612
Robert W. Virtue	4000 Hollywood Blvd. Suite 285 South Hollywood, FL 33021

ARTICLE 13
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

In accordance with the laws of the State of Florida, the Chief Financial Officer of the State shall be designated as the registered agent of the Company, and the address of the registered office shall be Chief Financial Officer, State of Florida, The Capitol, Tallahassee, FL 32399.

ARTICLE 14
CONTROL SHARE ACQUISITIONS

The provisions of Section 607.0902 of the Florida Business Organizations Act shall not be applicable to the Company.

IN WITNESS WHEREOF, the Incorporators have affixed their signature the day and year set forth below:


H. Wade Reece

David M. Priett

R. Daniel Peed

Andrea Holder

Robert W. Virtue

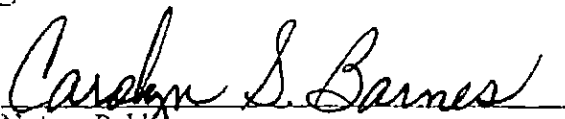
STATE OF
COUNTY OF

North Carolina
Wake

Before me personally appeared H. Wade Reece, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the 29 day of May, 2007.

My Commission Expires:

June 18, 2008


Notary Public

ARTICLE 13
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

In accordance with the laws of the State of Florida, the Chief Financial Officer of the State shall be designated as the registered agent of the Company, and the address of the registered office shall be Chief Financial Officer, State of Florida, The Capitol, Tallahassee, FL 32399.

ARTICLE 14
CONTROL SHARE ACQUISITIONS

The provisions of Section 607.0902 of the Florida Business Organizations Act shall not be applicable to the Company.

IN WITNESS WHEREOF, the Incorporators have affixed their signature the day and year set forth below:

H. Wade Reece

David M. Pruett
David M. Pruett

R. Daniel Peed

Andrea Holder

Robert W. Virtue

STATE OF _____
COUNTY OF _____

Before me personally appeared H. Wade Reece, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the _____ day of _____, 2007.

My Commission Expires: _____

Notary Public

STATE OF
COUNTY OF

North Carolina
Surrey

Before me personally appeared David M. Pruett, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the 29th day of May, 2007.

My Commission Expires: 11-3-2007

Jonda Hall
Notary Public

STATE OF
COUNTY OF

Before me personally appeared R. Daniel Peed, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the ____ day of _____, 2007.

My Commission Expires: _____

Notary Public

STATE OF
COUNTY OF

Before me personally appeared Andrea Holder, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the _____ day of _____, 2007.

My Commission Expires: _____

Notary Public

ARTICLE 13
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

In accordance with the laws of the State of Florida, the Chief Financial Officer of the State shall be designated as the registered agent of the Company, and the address of the registered office shall be Chief Financial Officer, State of Florida, The Capitol, Tallahassee, FL 32399.

ARTICLE 14
CONTROL SHARE ACQUISITIONS

The provisions of Section 607.0902 of the Florida Business Organizations Act shall not be applicable to the Company.

IN WITNESS WHEREOF, the Incorporators have affixed their signature the day and year set forth below:

H. Wade Reece

David M. Pruett



R. Daniel Peed

Andrea Holder

Robert W. Virtue

STATE OF _____
COUNTY OF _____

Before me personally appeared H. Wade Reece, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the _____ day of _____, 2007.

My Commission Expires: _____

Notary Public

STATE OF _____
COUNTY OF _____

Before me personally appeared David M. Pruett, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the _____ day of _____, 2007.

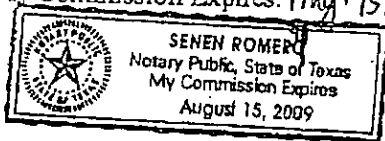
My Commission Expires: _____

Notary Public

STATE OF Texas
COUNTY OF Harris

Before me personally appeared R. Daniel Peed, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the _____ day of _____, 2007.

My Commission Expires: Aug. 15, 2009 Senen Romero



Notary Public

STATE OF _____
COUNTY OF _____

Before me personally appeared Andrea Holder, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the _____ day of _____, 2007.

My Commission Expires: _____

Notary Public

ARTICLE 13
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

In accordance with the laws of the State of Florida, the Chief Financial Officer of the State shall be designated as the registered agent of the Company, and the address of the registered office shall be Chief Financial Officer, State of Florida, The Capitol, Tallahassee, FL 32399.

ARTICLE 14
CONTROL SHARE ACQUISITIONS

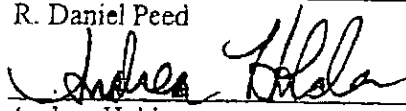
The provisions of Section 607.0902 of the Florida Business Organizations Act shall not be applicable to the Company.

IN WITNESS WHEREOF, the Incorporators have affixed their signature the day and year set forth below:

H. Wade Reece

David M. Pruett

R. Daniel Peed



Andrea Holder

Robert W. Virtue

STATE OF _____
COUNTY OF _____

Before me personally appeared H. Wade Reece, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the _____ day of _____, 2007.

My Commission Expires: _____

Notary Public

STATE OF _____
COUNTY OF _____

Before me personally appeared David M. Pruett, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the _____ day of _____, 2007.

My Commission Expires: _____

Notary Public

STATE OF _____
COUNTY OF _____

Before me personally appeared R. Daniel Peed, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the _____ day of _____, 2007.

My Commission Expires: _____

Notary Public

STATE OF
COUNTY OF

North Carolina
Wake

Before me personally appeared Andrea Holder, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the 29 day of May, 2007.

My Commission Expires:

June 18, 2008

Carelyn S. Barnes
Notary Public

ARTICLE 13
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

In accordance with the laws of the State of Florida, the Chief Financial Officer of the State shall be designated as the registered agent of the Company, and the address of the registered office shall be Chief Financial Officer, State of Florida, The Capitol, Tallahassee, FL 32399.

ARTICLE 14
CONTROL SHARE ACQUISITIONS

The provisions of Section 607.0902 of the Florida Business Organizations Act shall not be applicable to the Company.


IN WITNESS WHEREOF, the Incorporators have affixed their signature the day and year set forth below:

H. Wade Reece

David M. Pruett

R. Daniel Peed

Andrea Holder

 Judith Garcia
My Commission 00355592
Expires November 07, 2006
Judith Garcia

Robert W. Virtue

Robert W. Virtue

STATE OF _____
COUNTY OF _____

Before me personally appeared H. Wade Reece, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the _____ day of _____, 2007.

My Commission Expires: _____

Notary Public

STATE OF
COUNTY OF

Florida
Broward

Before me personally appeared Robert W. Virtue, who being personally known to me or producing _____ as identification acknowledged executing the foregoing document on the 29th day of May, 2007.

My Commission Expires:

Judith Garcia
Notary Public



Judith Garcia
My Commission D0355592
Expires November 07, 2006

ARTICLES OF MERGER

MERGING

KILIMANJARO CORP.
(a North Carolina corporation)

WITH AND INTO

AMCO HOLDING COMPANY
(a North Carolina corporation)

Pursuant to North Carolina General Statute Section 55-11-05, the undersigned corporation hereby submits the following Articles of Merger as the surviving business entity in the merger (the "Merger") of Kilimanjaro Corp., a North Carolina corporation, with and into AmCo Holding Company, a North Carolina corporation:

FIRST: The name of the surviving entity is AmCo Holding Company, a corporation organized under the laws of the State of North Carolina (the "Surviving Entity").

SECOND: The address of the Surviving Entity is:

20405 State Highway 249, Suite 430
Houston, Texas 77070
Harris County

THIRD: The name of the merged entity is Kilimanjaro Corp., a corporation organized under the laws of State of North Carolina (the "Merging Entity"). The mailing address of the Merging Entity is:

800 2nd Avenue South
St. Petersburg, Florida 33701
Pinellas County

FOURTH: The Surviving Entity's Articles of Incorporation shall be the Articles of Incorporation of the Surviving Entity as in effect prior to the Merger.

FIFTH: The Plan of Merger has been duly approved in the manner required by law by each of the Surviving Entity and the Merging Entity.

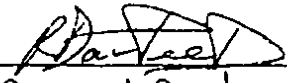
SIXTH: These Articles of Merger shall become effective immediately upon filing with the Department of the Secretary of State of the State of North Carolina.

Signature page follows.

IN WITNESS WHEREOF, AmCo Holding Company has caused these Articles of Merger to be executed on this 3rd day of April, 2017.

AMCO HOLDING COMPANY

By:
Name:
Title:


R. Daniel Peed
CEO

ARTICLES OF MERGER

MERGING

AMCO HOLDING COMPANY
(a North Carolina corporation)

WITH AND INTO

KILI LLC
(a Delaware limited liability company)

Pursuant to North Carolina General Statute Section 55-11-10, the undersigned limited liability company hereby submits the following Articles of Merger as the surviving business entity in the merger (the "Merger") of AmCo Holding Company, a North Carolina corporation, with and into Kili LLC, a Delaware limited liability company:

FIRST: The name of the surviving entity is Kili LLC (to be renamed AmCo Holdings Company, LLC), a limited liability company organized under the laws of the State of Delaware (the "Surviving Entity").

SECOND: The address of the Surviving Entity is:

800 2nd Avenue South
St. Petersburg, Florida 33701
Pinellas County

The Surviving Entity will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

THIRD: The name of the merged entity is AmCo Holding Company, a corporation organized under the laws of North Carolina (the "Merging Entity"). The mailing address of the Merging Entity is:

20405 State Highway 249, Suite 430
Houston, Texas 77070
Harris County

FOURTH: A Plan of Merger has been duly approved in the manner required by law by each of the Surviving Entity and the Merging Entity.

FIFTH: These Articles of Merger shall become effective immediately upon filing with the Department of the Secretary of State of the State of North Carolina.

Signature page follows.

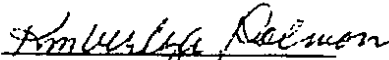
IN WITNESS WHEREOF, Kili LLC has caused these Articles of Merger to be executed on this
3rd day of April, 2017.

KILI LLC

By:

Name:

Title:


Kimberly A. Salmon
Secretary