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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Continental Heritage Insurance
DOCUMENT NUMBER: P08000111496 Company

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Angie
Name of Contact Person
Pennington, PA
Firm/ Company
* Please call when ready for pick up.
Address
222.3533
City/ State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person at (_____) _____
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Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☐ \$35 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

APPROVED

JUN 26 2014

Docketed by: Lea Crist

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CONTINENTAL HERITAGE INSURANCE COMPANY**

Pursuant to the provisions of Chapter 607, *Florida Statutes*, the undersigned corporation (the "Corporation") adopts the following Amended and Restated Articles of Incorporation, to amend and restate the Corporation's Articles of Incorporation which were initially filed December 31, 2008 (as the same may have been amended by Articles of Amendment filed December 29, 2010, Articles of Amendment filed March 31, 2011 and Articles of Amendment filed October 28, 2011, the "Articles of Incorporation"):

ARTICLE I

Name

The name of the corporation shall be CONTINENTAL HERITAGE INSURANCE COMPANY.

ARTICLE II

Principal Place of Business

The principal place of business of this corporation in the State of Florida shall be 7200 W. Camino Real, Suite 302, in the County of Palm Beach, City of Boca Raton, 33433.

ARTICLE III

Purpose

The corporation shall have the power and authority to transact property and casualty insurance as authorized under the laws of the State of Florida, as they now exist or may hereafter be amended, including surety, and the exercise any and all other lawful rights, powers, privileges and activities under the laws of the State of Florida or the United States.

ARTICLE IV

Capital Stock

The corporation is authorized to issue two classes of stock to be designated "Common Stock" and "Preferred Stock." The total number of shares of Common Stock that the corporation is authorized to issue is One Hundred Thousand (100,000) shares, \$100.00 par value. The total number

of shares of Preferred Stock that the corporation is authorized to issue is Ten Thousand (10,000) shares, \$83.34 par value. The paid in capital of the corporation shall not be less than \$1,000,000.00, and the corporation's surplus to policyholders shall not be less than the amount required under Florida law.

A. PREFERRED STOCK

Subject to Section C of this Article IV, the relative rights, preferences, privileges and restrictions granted to or imposed upon the Preferred Stock are as follows:

1. Cumulative Dividends. The holders of shares of Preferred Stock shall be entitled to receive dividends, out of assets legally available therefor, prior and in preference to any declaration or payment of any dividend on the Common Stock of the corporation, in the aggregate annual amount of the Adjusted Annual Preference (as defined herein) commencing January 1, 2011 (collectively, the "Preferred Stock Dividends"). As used herein, the "Adjusted Annual Preference" means the result of the following formula as calculated as of December 31 of each calendar year (or such earlier date as appropriate in the case of a partial year in the event of a Liquidation Event prior to December 31 of such year): $[(\$660,000 - Y) \times (1 - X)]$ where X is the effective aggregate income tax rate (federal and state) of the corporation during such calendar year and Y is the aggregate amount of consulting fees paid by corporation to the holders of Preferred Stock during such calendar year. The Preferred Stock Dividends shall accrue from year to year, whether or not earned or declared. The Preferred Stock Dividends shall be cumulative so that, if such dividends in respect of any previous or current annual dividend period, in the annual amount specified above, shall not have been paid the deficiency shall first be fully paid before any dividend or other distribution shall be declared, set apart or paid on the Common Stock. Any accumulation of the Preferred Stock Dividends shall not bear interest.

2. Voting Rights. The Preferred Stock shall be non-voting to the fullest extent permitted by law.

3. Liquidation Preference.

(a) Liquidation Preference Payment. Upon any liquidation (including by reason of a Deemed Liquidation Event (as defined below)), dissolution or winding up of the corporation, whether voluntary or involuntary, (a "Liquidation Event"), the holders of Preferred Stock shall be entitled (subject to the provisions of subsection (c)(iii) below with respect to any applicable Deemed Liquidation Event) to receive before any distribution or payment is made to any holders of Common Stock by reason of their ownership thereof, first an amount equal to all accrued and unpaid Preferred Stock Dividends (whether or not declared), computed to the date payment thereof is made available, and then, a distribution in an amount equal to unreturned capital with respect to Preferred Stock, the sum of such amount payable with respect to one share of Preferred Stock being referred to as the "Liquidation Preference Payment" and with respect to all shares of Preferred Stock being referred to as the "Liquidation Preference Payments." If upon the occurrence

of a Liquidation Event, the assets and funds legally available for distribution by the corporation are insufficient to permit the payment to the holders of Preferred Stock of the full Liquidation Preference Payments, then the entire assets and funds of the corporation legally available for distribution by the corporation to the holders of Preferred Stock will be distributed among the holders of Preferred Stock ratably in proportion to the full Liquidation Preference Payments which they would be entitled to receive pursuant to the preceding sentence of this Article IV, Section A.3(a). In the event of a Deemed Liquidation Event and payment in full of the Liquidation Preference Payments set forth in this Article IV, Section A.3(a), the Preferred Stock will be deemed retired without any further action by the corporation or any holder thereof.

(b) Preferred Stock Priority. Upon the occurrence of a Liquidation Event, immediately after the Liquidation Preference Payment is paid in full to the holder of Preferred Stock, the remaining assets of the corporation available for distribution shall be distributed ratably among the holders of Common Stock. Written notice of such Liquidation Event, stating a payment date and the amount of the applicable Liquidation Preference Payments, shall be delivered in person, mailed by certified or registered mail, return receipt requested, or sent by telecopier or telex, not less than twenty (20) days prior to the payment date stated therein, to the holders of record of Preferred Stock, such notice to be addressed to each such holder at its address as shown by the records of the corporation. For purposes hereof, the Common Stock shall rank junior to the Preferred Stock on liquidation.

(c) Deemed Liquidation Events.

(i) The following events shall be deemed to be a liquidation of the corporation, unless the holders of shares of Preferred Stock representing at least two-thirds of the votes represented by all outstanding shares of Preferred Stock elect otherwise by written notice given to the corporation at least fifteen (15) days prior to the effective date of any such event (any such event is referred to herein as a "Deemed Liquidation Event"):

(A) a merger or consolidation in which

(1) the corporation is a constituent party or

(2) a subsidiary of the corporation is a constituent party and the corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger or consolidation involving the corporation or a subsidiary in which the shares of capital stock of the corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted or exchanged for shares of capital stock which represent, immediately following such merger or consolidation, a majority, by voting power, of the capital stock of (I) the surviving or resulting corporation or (II) if the surviving or resulting corporation is a wholly owned (whether directly or indirectly) subsidiary of another corporation immediately following such merger or consolidation,

the parent corporation of such surviving or resulting corporation;

(B) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the corporation or any subsidiary of the corporation of all or substantially all the assets of the corporation and its subsidiaries taken as a whole, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the corporation; or

(C) any other transaction or series of related transactions in which the shareholders of the corporation holding shares of Common Stock immediately prior to the transaction or series of related transactions do not hold, immediately following such transaction or series of related transactions, at least a majority of the shares of Common Stock of the corporation.

(ii) The corporation shall not have the power to effect any transaction constituting a Deemed Liquidation Event pursuant to Subsection 3(c)(i)(A)(1) above unless the agreement or plan of merger or consolidation provides that the consideration payable to the shareholders of the corporation shall be allocated among the holders of capital stock of the corporation in accordance with this Article IV, Section A.3.

(iii) In the event of a Deemed Liquidation Event pursuant to Subsection 3(c)(i)(A)(2), 3(c)(i)(B) or 3(c)(i)(C) above, if the corporation does not effect a dissolution of the corporation under the Florida Business Corporation Act within sixty (60) days after such Deemed Liquidation Event, then (A) the corporation shall deliver a written notice to each holder of Preferred Stock no later than the 60th day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (B) to require the redemption of such shares of Preferred Stock, and (B) if the holders of shares of Preferred Stock representing at least two-thirds of the votes represented by all outstanding shares of Preferred Stock so request in a written instrument delivered to the corporation not later than seventy-five (75) days after such Deemed Liquidation Event, the corporation shall use the consideration received by the corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the corporation) (the "Net Proceeds"), to the extent legally available for distribution to the shareholders of the corporation, to redeem, on the 90th day after such Deemed Liquidation Event (the "Liquidation Redemption Date"), all outstanding shares of Preferred Stock at a price per share equal to the amount that would be payable to them pursuant to this Article IV, Section A.3. In the event of a redemption pursuant to the preceding sentence, if the Net Proceeds are not sufficient to redeem all outstanding shares of Preferred Stock, or if the corporation does not have sufficient lawfully available funds to effect such redemption, the corporation shall redeem a pro rata portion of each holder's shares of Preferred Stock to the fullest extent of such Net Proceeds or such lawfully available funds, as the case may be, and, where such redemption is limited by the amount of lawfully available funds, the corporation shall redeem the remaining shares to have been redeemed, in such order, as soon as practicable after the corporation has funds legally available therefor. Prior to the distribution or redemption provided for in this Subsection 3(c)(iii), the corporation shall not

expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in the ordinary course of business.

(iv) The amount deemed paid or distributed to the holders of capital stock of the corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the corporation.

B. COMMON STOCK

Subject to Section C of this Article IV, all shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges, as follows:

1. Dividends. Subject to the rights of holders of Preferred Stock as described herein, the holders of Common Stock shall be entitled to receive, when and as declared by the Board of Directors out of assets legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Voting. Except as otherwise required by law, all of the voting power of the corporation as to all matters requiring shareholder approval shall be vested in the Common Stock. Each holder of record of a share or shares of Common Stock shall have the right to one vote per share.

3. Liquidation. Upon the occurrence of a Liquidation Event, the holders of Common Stock shall be entitled to receive payments and/or distributions from the corporation in accordance with Article IV, Section A.3 hereof.

4. Other Rights. Each share of Common Stock issued and outstanding shall be identical in all respects one with the other. Except for and subject to those rights expressly granted to the holders of the Preferred Stock (including, without limitation, any dividend rights), or except as may be provided by the laws of the State of Florida, the holders of Common Stock shall have exclusively all rights of shareholders.

C. REGULATED INSURANCE CORPORATION

Notwithstanding anything to the contrary contained herein, the corporation shall at all times comply with the Florida Insurance Code; including, without limitation, Section 628.371, *Florida Statutes*, related stockholder dividends, and the Insurers Rehabilitation and Liquidation Act. In the event of any impermissible conflict between these Articles of Incorporation and the Florida Insurance Code, the Florida Insurance Code shall govern.

D. PREEMPTIVE RIGHTS

1. Certain Defined Terms.

(a) "Business Day" means any day on which banks are open for business in Cleveland, Ohio.

(b) "Entity" means any corporation, partnership (general, limited or other), limited liability company, company, trust, business trust, cooperative or association.

(c) "Initial Public Offering" means the first underwritten public offering of Common Stock or Preferred Stock pursuant to an effective registration statement under the Securities Act.

(d) "IPO Effectiveness Date" means the date upon which the corporation commences its Initial Public Offering pursuant to an effective Registration Statement; provided, that if the Initial Public Offering is not closed, then the IPO Effectiveness Date shall not be deemed to have occurred.

(e) "Person" means any natural person or Entity.

(f) "Registration Statement" means a registration statement filed pursuant to the Securities Act.

(g) "Securities Act" means the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder, or any successor statute thereto.

2. Offering Notice. Prior to the IPO Effectiveness Date, if the corporation wishes to issue any Common Stock or any other securities convertible into or exchangeable for Common Stock (collectively, "New Securities") to any Person (the "Subject Purchaser"), then the corporation shall offer the New Securities to all holders of Common Stock, pro rata among them based on their respective holdings of Common Stock, by sending written notice (the "New Issuance Notice") to all holders of Common Stock, which New Issuance Notice shall state (a) the number of New Securities proposed to be issued, (b) the proposed purchase price per Common Stock of the New Securities that the corporation is willing to accept (the "Proposed Price"), and (c) the material terms and condition of the sale of the New Securities.

3. Preemptive Rights; Exercise.

(a) For a period of ten (10) Business Days after the giving of the New Issuance Notice as provided herein, each holder of Common Stock shall have the right to elect to purchase that number or amount of such New Securities as shall enable it to maintain, on a fully diluted basis, the percentage interest held by it in Common Stock immediately prior to such issuance at a purchase price equal to the Proposed Price and upon the terms and conditions set forth in the New Issuance Notice.

(b) The right of each holder of Common Stock to purchase the New Securities hereunder shall be exercisable by delivering written notice of exercise, prior to the expiration of the ten (10) Business Day period referred to in above, to the corporation, which notice shall state the amount of New Securities that such holder of Common Stock elects to purchase as provided herein. The failure to respond within such ten (10) Business Day period shall be deemed to be a waiver by such holder of Common Stock of its rights under this Article IV with respect to such issuance.

4. Sale to Subject Purchaser. Unless all of the New Securities are purchased as provided in this Article IV, the corporation may sell to the Subject Purchaser all of the New Securities not purchased as provided in herein for the Proposed Price and on terms and conditions that are no more favorable to the Subject Purchaser than those set forth in the New Issuance Notice; provided, however, that the sale is bona fide and made pursuant to a contract entered into within 120 days of the earlier to occur of (i) the waiver by all of the holders of Common Stock of their option to purchase all of the New Securities as provided herein, and (ii) the expiration of the ten (10) Business Day period referred to herein. If such sale is not consummated within such 120-day period for any reason, then the restrictions provided for in this Article IV shall again become effective, and no issuance and sale of New Securities may be made thereafter by the corporation without again offering the New Securities in accordance with this Article IV. The closing of any issue and purchase contemplated by this Article IV shall be held at such time and place as the parties to the transaction may agree.

ARTICLE V
Term of Existence

The corporation shall exist perpetually. These Amended and Restated Articles of Incorporation are adopted pursuant to Florida statutes.

ARTICLE VI
Registered Office and Agent

The registered office of this corporation shall be 7200 W. Camino Real, Suite 302, in the County of Palm Beach, City of Boca Raton, 33433 and the registered agent of this corporation at such office shall be Karen LoConti-Diaz.

ARTICLE VII

Directors

The corporation shall never have less than five directors, the majority of whom shall be United States citizens, and all of whom are over the age of 18.

ARTICLE VIII

Authority of Directors

The directors of the corporation shall have the power to cause the corporation from time to time, and at any time, to purchase, hold, sell, transfer, or otherwise deal with (A) shares of any class or series issued by it, (B) any security or other obligation of the corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the corporation. The corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the corporation. The authority granted in this Article VIII of these Articles shall not limit the plenary authority of the directors to purchase, hold, sell, transfer, or otherwise deal with shares of any class or series, securities, or other obligations issued by the corporation or authorized by its Articles.

ARTICLE IX

Incorporators

The names and residence street address of the incorporators, who were over the age of 18 and who were United States citizens at the time of incorporation of the corporation:

Roswell P. Ellis
5434 Harlem Road
Westerville, OH 43082

Craig L. Stout
6140 Parkland Blvd, Suite 321
Mayfield Heights, OH 44124

Charles D. Hamm, Jr.
6140 Parkland Blvd, Suite 321
Mayfield Heights, OH 44124

David A. Canzone
6140 Parkland Blvd, Suite 321
Mayfield Heights, OH 44124

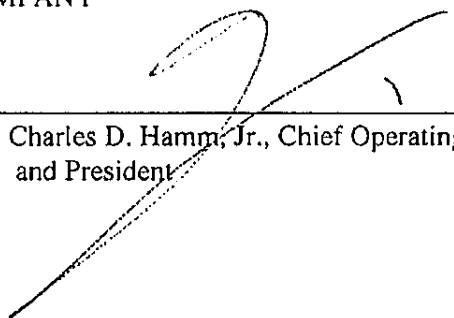
Daniel J. Clark
6140 Parkland Blvd, Suite 321
Mayfield Heights, OH 44124

CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation contains one or more amendments to the articles of incorporation requiring shareholder approval adopted by the unanimous written consent of the Board of Directors and shareholders holding shares entitled to vote in connection with such matter of the Corporation on the 25th day of June, 2014. The number of votes cast for the amendment by the shareholders was sufficient for approval.

DATED: June 25, 2014

CONTINENTAL HERITAGE INSURANCE
COMPANY

By: 
Charles D. Hamm, Jr., Chief Operating Officer
and President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process from the Treasurer and Insurance Commissioner of the State of Florida for Continental Heritage Insurance Company at the place designated in the Articles of Incorporation, Karen LoConti-Diaz agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Karen LoConti-Diaz
Karen LoConti-Diaz

Date: 6/25/14