

P17246

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

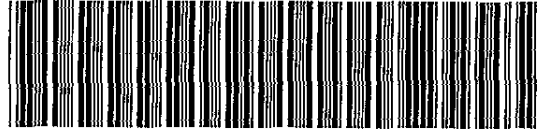
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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12/04/02--01023--005 \*\*52.50

FILED  
02 DEC -3 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc  
T. Lewis 12/3/02



## American Millennium Insurance Company

AMIC - The Avant-Garde Company for the New Century

**Tara L. Kenney**  
Associate General Counsel  
Direct: (201) 714-9595 x119  
Fax: (201) 714-9661  
tkenney@aminsure.com

December 2, 2002

### VIA FEDERAL EXPRESS

Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Reinstatement of Property-Casualty Company of MCA &  
Name Change

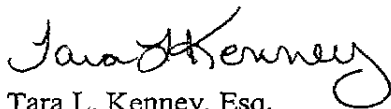
Dear Ms. Lewis:

Pursuant to your letter dated October 31, 2002, enclosed herewith is the following:

1. Completed Reinstatement Application
2. A check in the amount of \$600., which represents the reinstatement fee.
3. A check in the amount of \$600.00, which represents the filing fees for each Annual Report from 1999-2002.
4. Completed Application to File and Amendment to the Application For Authorization To Transact Business In Florida, specifically the corporation's name change to American Millennium Insurance Company.
5. A check in the amount of \$52.50 which represents the filing fee, Certificate of Status request and Certified Copy.

If you require any further information, please feel free to contact me at 201.714.9595 X119.  
Thank you for your assistance with this matter.

Very truly yours,

  
Tara L. Kenney, Esq.

Enc.

FILED  
02 DEC -3 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**American Millennium Insurance Company**

*AMIC - The Avant-Garde Company for the New Century*

**Tara L. Kenney**  
*Associate General Counsel*  
Direct: (201) 714-9595 x119  
Fax: (201) 714-9661  
tkenney@aminsure.com

October 29, 2002

**VIA FEDERAL EXPRESS**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Request for Name Change Documents

To Whom It May Concern:

My name is Tara Kenney and I am the Associate General Counsel to American Millennium Insurance Company, formerly Property-Casualty Company of MCA, a New Jersey licensed Insurance Company. In order to effectuate a name change in the State of Florida, it is my understanding that the appropriate forms and fees for making the required amendments as part of the name change must be requested from the Division of Corporations.

Please forward the required forms and fee information to me at 5 Marine View Plaza, Suite 201, Hoboken, NJ 07030, Attention Tara L. Kenney. According to the instructions I have, the Company must then request a Certificate of Status from the Secretary of State, which is then forwarded to the Insurance Department. If this is not correct, kindly advise.

If you require any further information, please feel free to contact me at 201.714.9595 X119. Thank you for your assistance with this matter.

Very truly yours,

Tara L. Kenney, Esq.  
Associate General Counsel



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

October 31, 2002

TARA L. KENNEDY, ESQ.  
AMERICAN MILLENNIUM INSURANCE COMPANY  
5 MARINE VIEW PLAZA, SUITE 201  
HOBOKEN, VA 07030

SUBJECT: PROPERTY-CASUALTY COMPANY OF MCA  
Ref. Number: P17246

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Our records show the above corporation certificate of authority to transact business in Florida was revoked 9-24-99, for failure to file the 1999 annual report.

The corporation must be reinstated before the name change can be filed.

Attached is the reinstatement application the fees are: \$600 reinstatement filing fee and \$150 for each year report 99, 00, 01 & 02.

Documents were submitted in September, 2000 advising this office of the name change. We returned the document because the corporation was dissolved. The \$96.00 previously sent can be applied to the filing fee for the name change when it is returned.

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 302A00059907



State of New Jersey  
DEPARTMENT OF BANKING AND INSURANCE  
OFFICE OF SOLVENCY REGULATION

PO BOX 325  
TRENTON, NJ 08625-0325

Tel (609) 292-5350  
Fax (609) 292-6765

JAMES E. MCGREEVEY  
Governor

RECEIVED  
NOV 18 2002

BY: \_\_\_\_\_ HOLLY E. BAKKE  
Commissioner

November 13, 2002

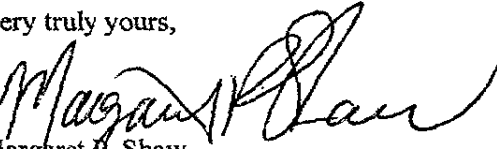
American Millennium Insurance Company  
Tara L. Kenney, Esq.  
5 Marine View Plaza, Suite 201  
Hoboken, NJ 07030

Re: American Millennium Insurance Company  
Certified copies of Articles of Incorporation

Dear Ms. Kenney:

As per your request dated November 8, 2002, enclosed please find five certified copies of the Restated Articles of Incorporation of Motor Club Fire and Casualty Company and all amendments thereto. You will note that the company's name has been changed several times and it became American Millennium Insurance Company effective August 25, 1999.

Very truly yours,

  
Margaret P. Shaw  
Insurance Examiner

# **State of New Jersey**



## **DEPARTMENT OF BANKING AND INSURANCE**

November 13, 2002

I, Holly C. Bakke, Commissioner of Banking and Insurance of the  
State of New Jersey do hereby certify that the annexed is a true copy of the

**\*\*\*Corrected Certificate of Amendment to the Certificate of  
Incorporation of Property-Casualty Company of MCA dated July  
1, 1999 \*\*\***

as taken from and compared with the original document filed August 25, 1999  
now remaining on file in this Department.

**In Testimony Whereof**, I have hereunto set my

Hand and affixed my Official Seal, at Trenton

**This 13th day of November 2002**

*Holly C. Bakke*  
Commissioner of Banking and Insurance

**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)**

FILED  
02 DEC -3 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\_\_\_\_\_  
(Document number of corporation (if known))

1. Property-Casualty Company of MCA  
(Name of corporation as it appears on the records of the Department of State)
2. New Jersey 3. December 16, 1987  
(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? August 25, 1999
5. American Millennium Insurance Company  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.  
not applicable  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
not applicable  
(New jurisdiction)

James M. Gartland  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)  
James M. Gartland  
(Typed or printed name)

December 2, 2002  
(Date)  
Secretary  
(Title)

15-  
RECORDING FEE \$  
PAID  
misc  
CORRECTED CERTIFICATE OF AMENDMENT  
TO THE CERTIFICATE OF INCORPORATION  
OF  
PROPERTY-CASUALTY COMPANY OF MCA

In accordance with the provisions of N.J.S.A. 17:26-1, the undersigned, the President and Secretary of Property-Casualty Company of MCA (the "Company") hereby certify that the Company has adopted in accordance with its By-Laws the following Certificate of Amendment to its Certificate of Incorporation, hereby amending paragraphs FIRST, SECOND THIRD and FIFTH. A Resolution declaring such amendment to the Company's Certificate of Incorporation to be advisable and calling for a submission of such amendment to the sole shareholder of the Company for action thereon was unanimously approved by the Directors on February 26, 1999, and thereafter duly adopted by the sole shareholder of the Company on February 26, 1999.

Paragraphs FIRST, SECOND, THIRD and FIFTH of the Articles of Incorporation are hereby amended as follows:

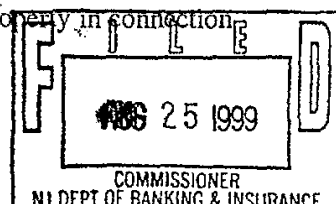
"FIRST: The name of the Company is AMERICAN MILLENNIUM INSURANCE COMPANY."

"SECOND: The place where the principal office of said company is to be located and its general business conducted is at 1050 Wall Street West, Suite 610, in the City of Lyndhurst, County of Bergen and State of New Jersey, and the name of the agent therein and in charge thereof, upon whom process against said company may be served is that of the Company."

"THIRD: The kinds of insurance proposed to be transacted by said company are:

b. Against any kinds of loss or damage to: Vessels, craft, aircraft, cars, automobiles and vehicles of every kind, including all kinds of automobile and aircraft insurance (excepting insurance against loss by reason of bodily injury to the person), as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidence of debt, valuable papers, bottomry and respondentia interests, and all other kinds of property and interest therein, in respect to, appertaining to or in connection with any and all risks or perils of navigation, transit, or transportation, including war risks on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment or reshipment incident thereto, including marine builder's risks and all personal property floater risks, and to person or to property in connection

044 PAGE 046





bodily injury to the person.

e. Against loss or damage resulting from accident to or injury suffered by any person for which loss or damage the insured is liable, including, if the insured is a State or a political subdivision of a State or a municipal corporate, instrumentality of 1 or more States, loss or damage resulting from accident to or injury suffered by any person for which loss or damage the insured would be liable if it were a private corporation.

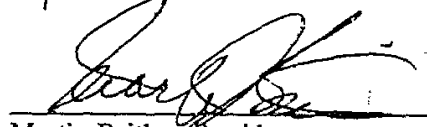
being the kinds of insurance specified in paragraphs "b" and "e" of N.J.S.A. 17:17-1."

"FIFTH: The total authorized capital stock of the Company is One Million, Two Hundred Thousand Dollars (\$1,200,000), consisting of One Hundred and Twenty Thousand (120,000) shares of Common Stock of par value Ten Dollars (\$10.00) each.

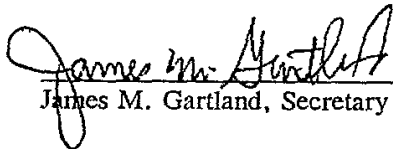
No owner of Common Stock of the Company shall be entitled to such a matter of right to subscribe for, purchase, or otherwise acquire, any part of any new or additional issue of stock whatsoever, whether now or hereafter authorized, or of any securities convertible into any class of stock whatsoever. All such rights are hereby waived by owners of Common Stock of the Company.

Any unissued shares of Common Stock with par value may be issued and sold by the Company in such manner and for such consideration as from time to time may be fixed by the Board of Directors. Any and all shares issued shall be deemed fully paid and nonassessable, and the holders of such shares shall not be liable to the Company for its creditors in respect thereto."

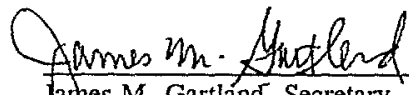
IN WITNESS WHEREOF, the Company has made this Certificate under its seal and the hands of its President and Secretary this 18<sup>th</sup> day of July, 1999.

  
Martin Beitler, President

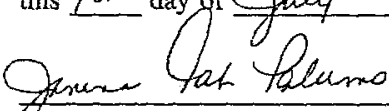
(Corporate Seal)

  
James M. Gartland, Secretary

BE IT REMEMBERED, that on this 15<sup>th</sup> day of July, 1999, before me, the subscriber, a Notary Public of the State of New Jersey, personally appeared James M. Gartland, who being by me duly sworn on his oath, does depose and make proof to my satisfaction that he is the Secretary of Property-Casualty Company of MCA; that Martin Beitler is the President of said Company; that the execution, as well as the making of the within Amendment to the Certificate of Incorporation has been duly authorized by a proper resolution of the Board of Directors of said Company and approved by the consent of its sole shareholder; that deponent well knows the corporate seal of said company and that the seal affixed to said Instrument is such corporate seal and was thereto affixed, and said Instrument was signed and delivered by the President, as and for his voluntary act and deed of said Company, in presence of deponent, who subscribed his name below.

  
James M. Gartland, Secretary  
Property-Casualty Company of MCA

Sworn and Subscribed to before me  
this 15<sup>th</sup> day of July, 1999.

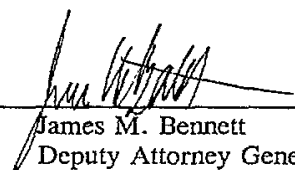
  
Notary Public, State of New Jersey

JANINA TABOR-PALERNO  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires June 27, 2001

inconsistent with the Constitution and laws of this State.

Attorney General of New Jersey


By: \_\_\_\_\_

  
James M. Bennett  
Deputy Attorney General

Dated: July 13, 1999

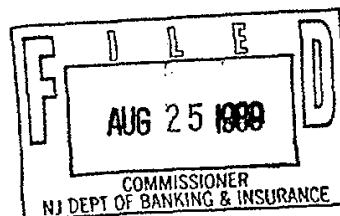
ratifies, approves and adopts by written consent in accordance with the By-Laws of the Company and in lieu of a meeting of the shareholders of the Company, to have the same force and effect as though adopted at a duly called meeting of the shareholders of the Company at which a quorum was present and acting throughout. The Resolution adopted by the Board of Directors of Property-Casualty Company of MCA on February 26, 1999 to amend the corporate Articles of Incorporation at paragraphs FIRST, SECOND, THIRD and FIFTH, a copy of which Resolution is annexed hereto and incorporated by reference.

IN WITNESS WHEREOF, the undersigned has caused this Consent to be duly signed on this 1<sup>st</sup> day of July, 1999.

  
\_\_\_\_\_  
Martin Beitler, President

Note: (Property-Casualty Company of MCA was originally incorporated under the name "Motor Club Fire and Casualty Company" on January 24, 1986, said Certificate being recorded in the office of the Essex County Clerk on February 14, 1986. The company has subsequently moved its principle business office to Bergen County.)

Record and return to: Valerie K. Bollheimer, Esq.  
Purcell, Ries, Shannon, Mulcahy & O'Neill  
Crossroads Business Center  
One Pluckemin Way  
P.O. Box 754  
Bedminster, New Jersey 07921



# ***State of New Jersey***



## **DEPARTMENT OF BANKING AND INSURANCE**

November 13, 2002

I, Holly C. Bakke, Commissioner of Banking and Insurance of the  
State of New Jersey do hereby certify that the annexed is a true copy of the

**\*\*\*Corrected Certificate of Amendment to the Certificate of  
Incorporation of Property-Casualty Company of MCA dated July  
1, 1999 \*\*\***

as taken from and compared with the original document filed August 25, 1999  
now remaining on file in this Department.

**In Testimony Whereof**, I have hereunto set my

Hand and affixed my Official Seal, at Trenton

**This 13th day of November 2002**

*Holly C. Bakke*  
Commissioner of Banking and Insurance

CORRECTED CERTIFICATE OF AMENDMENT  
TO THE CERTIFICATE OF INCORPORATION  
OF  
PROPERTY-CASUALTY COMPANY OF MCA

m.c.  
15  
each

In accordance with the provisions of N.J.S.A. 17:26-1, the undersigned, the President and Secretary of Property-Casualty Company of MCA (the "Company") hereby certify that the Company has adopted in accordance with its By-Laws the following Certificate of Amendment to its Certificate of Incorporation, hereby amending paragraphs FIRST, SECOND THIRD and FIFTH. A Resolution declaring such amendment to the Company's Certificate of Incorporation to be advisable and calling for a submission of such amendment to the sole shareholder of the Company for action thereon was unanimously approved by the Directors on February 26, 1999, and thereafter duly adopted by the sole shareholder of the Company on February 26, 1999.

Paragraphs FIRST, SECOND, THIRD and FIFTH of the Articles of Incorporation are hereby amended as follows:

"FIRST: The name of the Company is AMERICAN MILLENNIUM INSURANCE COMPANY."

"SECOND: The place where the principal office of said company is to be located and its general business conducted is at 1050 Wall Street West, Suite 610, in the City of Lyndhurst, County of Bergen and State of New Jersey, and the name of the agent therein and in charge thereof, upon whom process against said company may be served is that of the Company."

"THIRD: The kinds of insurance proposed to be transacted by said company are:

b. Against any kinds of loss or damage to: Vessels, craft, aircraft, cars, automobiles and vehicles of every kind, including all kinds of automobile and aircraft insurance (excepting insurance against loss by reason of bodily injury to the person), as well as all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidence of debt, valuable papers, bottomry and respondentia interests, and all other kinds of property and interest therein, in respect to, appertaining to or in connection with any and all risks or perils of navigation, transit, or transportation, including war risks on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment or reshipment incident thereto, including marine builder's risks and all personal property floater risks, and to person or to property in connection

RECORDING FEE \$ 15-

RAID

MISC

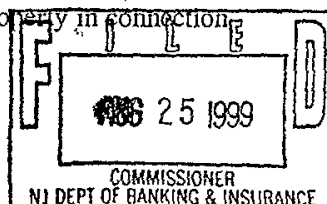
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COUNTY CLERK

99 AUG 25 AM 9:45

RECORDED - BERGEN COUNTY

044 PAGE 046



bodily injury to the person.

e. Against loss or damage resulting from accident to or injury suffered by any person for which loss or damage the insured is liable, including, if the insured is a State or a political subdivision of a State or a municipal corporate, instrumentality of 1 or more States, loss or damage resulting from accident to or injury suffered by any person for which loss or damage the insured would be liable if it were a private corporation.

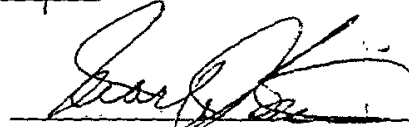
being the kinds of insurance specified in paragraphs "b" and "e" of N.J.S.A. 17:17-1."

"FIFTH: The total authorized capital stock of the Company is One Million, Two Hundred Thousand Dollars (\$1,200,000), consisting of One Hundred and Twenty Thousand (120,000) shares of Common Stock of par value Ten Dollars (\$10.00) each.

No owner of Common Stock of the Company shall be entitled to such a matter of right to subscribe for, purchase, or otherwise acquire, any part of any new or additional issue of stock whatsoever, whether now or hereafter authorized, or of any securities convertible into any class of stock whatsoever. All such rights are hereby waived by owners of Common Stock of the Company.

Any unissued shares of Common Stock with par value may be issued and sold by the Company in such manner and for such consideration as from time to time may be fixed by the Board of Directors. Any and all shares issued shall be deemed fully paid and nonassessable, and the holders of such shares shall not be liable to the Company for its creditors in respect thereto."

IN WITNESS WHEREOF, the Company has made this Certificate under its seal and the hands of its President and Secretary this 18<sup>th</sup> day of July, 1999.

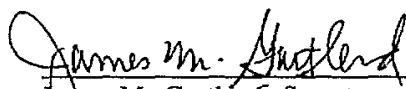
  
Martin Beitler, President

(Corporate Seal)

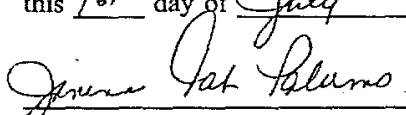
  
James M. Gartland, Secretary



BE IT REMEMBERED, that on this 15<sup>th</sup> day of July, 1999, before me, the subscriber, a Notary Public of the State of New Jersey, personally appeared James M. Gartland, who being by me duly sworn on his oath, does depose and make proof to my satisfaction that he is the Secretary of Property-Casualty Company of MCA; that Martin Beitler is the President of said Company; that the execution, as well as the making of the within Amendment to the Certificate of Incorporation has been duly authorized by a proper resolution of the Board of Directors of said Company and approved by the consent of its sole shareholder; that deponent well knows the corporate seal of said company and that the seal affixed to said Instrument is such corporate seal and was thereto affixed, and said Instrument was signed and delivered by the President, as and for his voluntary act and deed of said Company, in presence of deponent, who subscribed his name below.

  
James M. Gartland, Secretary  
Property-Casualty Company of MCA

Sworn and Subscribed to before me  
this 15<sup>th</sup> day of July, 1999.

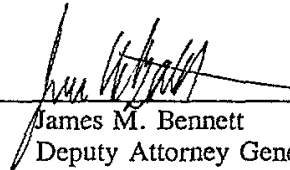
  
Notary Public, State of New Jersey

JANINA TABOR-PALERNO  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires June 27, 2001

inconsistent with the Constitution and laws of this State.

Attorney General of New Jersey


By: \_\_\_\_\_

  
James M. Bennett  
Deputy Attorney General

Dated: July 13, 1999

ratifies, approves and adopts by written consent in accordance with the By-Laws of the Company and in lieu of a meeting of the shareholders of the Company, to have the same force and effect as though adopted at a duly called meeting of the shareholders of the Company at which a quorum was present and acting throughout. The Resolution adopted by the Board of Directors of Property-Casualty Company of MCA on February 26, 1999 to amend the corporate Articles of Incorporation at paragraphs FIRST, SECOND, THIRD and FIFTH, a copy of which Resolution is annexed hereto and incorporated by reference.

IN WITNESS WHEREOF, the undersigned has caused this Consent to be duly signed on this 18 day of July, 1999.

  
\_\_\_\_\_  
Martin Beitler, President

Note: (Property-Casualty Company of MCA was originally incorporated under the name "Motor Club Fire and Casualty Company" on January 24, 1986, said Certificate being recorded in the office of the Essex County Clerk on February 14, 1986. The company has subsequently moved its principle business office to Bergen County.)

Record and return to: Valerie K. Bollheimer, Esq.  
Purcell, Ries, Shannon, Mulcahy & O'Neill  
Crossroads Business Center  
One Pluckemin Way  
P.O. Box 754  
Bedminster, New Jersey 07921

