

P30835

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

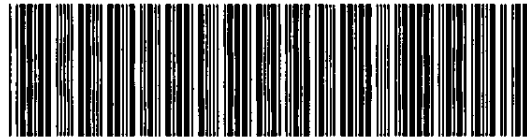
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 MAR 15 AM 10:25

FILED

03/15/13--01023--002 **43.75

MAR 20 2013

T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Infinity Premier Insurance Company
Name of Corporation

DOCUMENT NUMBER: P30835

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert C. Moore

Name of Contact Person

NationsBuilder Insurance Services, Inc.

Firm/Company

800 Overlook III, 2859 Paces Ferry Road

Address

Atlanta, GA 30339*

City/State and Zip Code

mtrench@nbis.com

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

For further information concerning this matter, please call:

Marilyn Trench

at (770) 257-1114

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 20, 2013

ROBERT C MOORE
800 OVERLOOK III
2859 PACES FERRY RD
ATLANTA, GA 30339

SUBJECT: INFINITY PREMIER INSURANCE COMPANY
Ref. Number: P30835

We have received your document for INFINITY PREMIER INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application. The amendment should be filed after the occurrence of such a change within 30 days for a not for profit corporation and within 90 days for a profit corporation. 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.

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) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 913A00006649

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)

P30835

(Document number of corporation (if known))

1. INFINITY PREMIER INSURANCE COMPANY

(Name of corporation as it appears on the records of the Department of State)

2. INDIANA

(Incorporated under laws of)

3. 9/7/1990

(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? 12/31/2012

5. ATX PREMIER 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)

ATX PREMIER INSURANCE COMPANY

(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.

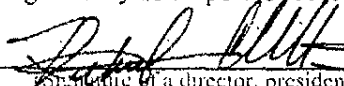
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Texas

(New jurisdiction)

8. 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

Robert C. Moore

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILED
 2013 MAR 15 AM 10:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

APPROVED

DEC 2 2012
STATE OF INDIANA
DEPT. OF INSURANCE

**APPROVED
AND
FILED**

Corrie Jensen
IND. SECRETARY OF STATE
Articles of Amendment to
The Articles of Incorporation
of

Infinity Premier Insurance Company
Under Indiana Insurance Laws Section 27-1-8-4

Indiana Secretary of State
Packet: 1889120001
Filing Date: 12/21/2012
Effective Date: 12/21/2012

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SECRETARY OF STATE DIV.
DEC 18 PM 2:50

The Undersigned officers of INFINITY PREMIER INSURANCE COMPANY do hereby certify and set forth that on October 1, 2012, the shareholders, by unanimous written consent, approved the following:

- a) That Article A. of the Company's Articles of Incorporation shall be amended to change the principal address of the corporation and shall read as follows:

ATX Premier Insurance Company

- b) That Article B. of the Company's Articles of Incorporation shall be located at One Indiana Square, Suite 2800, Indianapolis, IN 46204

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment as of the 1st day of October 2012, and that under the penalties of perjury confirms the statements made herein are true.

INFINITY PREMIER INSURANCE COMPANY

BY:

Jason L. Jelen
Jason L. Jelen, President

BY:

Robert C. Moore
Robert C. Moore, Secretary

STATE OF GEORGIA)

COUNTY OF COBB)

ss.

I HEREBY CERTIFY that on this day before me, the above officers, duly authorized in the state and county aforesaid to take acknowledgements, Jason L. Jelen, President, and Robert C. Moore, Corporate Secretary of Infinity Premier Insurance Company, personally appeared before me and acknowledged the execution of the foregoing Articles of Amendment to the Articles of Incorporation of Infinity Premier Insurance Company, and who, having been duly sworn, stated that any representations therein contained are true.

WITNESS my hand and Notarial Seal in the County and State aforesaid, this 20th day of November, 2012.

Ruth A. Banks



2012 DEC 21 AM 10:51

RECEIVED

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

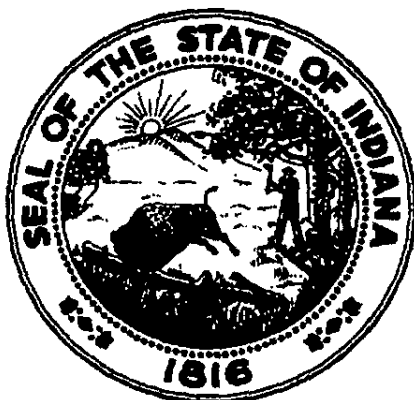
Indiana Secretary of State
Packet: 1989120001
Filing Date: 12/21/2012
Effective Date: 12/21/2012

State of Indiana
Office of the Secretary of State

CERTIFICATE OF AMENDMENT
of
ATX PREMIER INSURANCE COMPANY

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Domestic Insurance Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Insurance Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, December 21, 2012.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 21, 2012.

Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

1989120001 / 2012122166936

**Texas Department of Insurance****Financial Regulation Division—Company Licensing & Registration Office, Mail Code 305-20**

333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

512-322-3507 telephone • 512-490-1035 fax • www.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 & 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 & Registration Office of the Texas Department of Insurance.

The Articles of Incorporation for ATX PREMIER INSURANCE COMPANY, Dallas, Texas, altogether consisting of six (6) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 22nd of January 2013.

ELEANOR KITZMAN
COMMISSIONER OF INSURANCE

BY: 

Jeff Hunt, Admissions Officer
Company Licensing & Registration
Commissioner's Order No. 10-1106

No. **2162**

OFFICIAL ORDER
of the
TEXAS COMMISSIONER OF INSURANCE

Date: **DEC 3 1 2012****Subject Considered:**

ATX Premier Insurance Company
Indianapolis, Indiana
Sireon No. 08-75779

APPLICATION FOR ADMISSION AND REDOMESTICATION TO TEXAS
CONSENT ORDER

General remarks and official action taken:

ATX Premier Insurance Company ("ATX Premier") has filed an application for admission to do the business of insurance in the State of Texas pursuant to Tex. Ins. Code Chapter 982, to then subsequently redomesticate from Indiana to Texas pursuant to Tex. Ins. Code Chapter 983, and, finally, to establish a Texas domestic insurance corporation pursuant to Tex. Ins. Code Chapters 822 and 861.

Texas Department of Insurance staff have reviewed ATX Premier's application for admission and redomestication, along with the proposed business plan, financial statement, restated articles of incorporation, and other representations. Staff have determined that ATX Premier meets the requirements as set out in Tex. Ins. Code Ch. 982, 983, 822, and 861 to be licensed as a Texas domestic property and casualty stock insurance company.

The commissioner orders that the application of ATX Premier Insurance Company for admission to do the business of insurance in the State of Texas and for redomestication to Texas is approved. ATX Premier Insurance Company, Dallas, Texas, shall be issued a Certificate of Authority authorizing it to write: Inland Marine; Ocean Marine; Aircraft Physical Damage; Automobile--Liability & Physical Damage; Liability other than Automobile; Glass; Burglary & Theft; Boiler & Machinery insurance and Reinsurance on all lines authorized to be written on a direct basis. ATX Premier Insurance Company hereby consents to not begin writing on a direct business or act as a reinsurer in Texas until it consents to and complies with certain stipulations to be set forth in a forthcoming Commissioner's Order.

ELEANOR KITZMAN
COMMISSIONER OF INSURANCE

BY: 


for Godwin Ohaechi, Director
Company Licensing & Registration Office
Licensing Services Section
Financial Regulation Division
Commissioner's Order No. 12-0052


2162

Commissioners Order
ATX Premier Insurance Company
Page 3

Approved as to form and content



Jason L. Jelen
President
ATX Premier Insurance Company

William C. Tepe

Robert C. Moore
Secretary
ATX Premier Insurance Company

Received
12/26/12

**AMENDED and RESTATED
ARTICLES OF INCORPORATION
OF
ATX PREMIER INSURANCE COMPANY
(Formerly known as Infinity Premier Insurance Company)**

We, the undersigned natural person(s) of the age of eighteen years or more, authorized to act on behalf of the Corporation described below, present the following Amended and Restated Articles of Incorporation of a domestic corporation pursuant to Title 1, Chapter 3 of the Texas Business Organizations Code (2007 ed.) §3.005 and §3.007, and Title 6, Chapter 822, Subchapter B, §822.052 of the Texas Insurance Code.

- FIRST:** ATX Premier Insurance Company, Inc., formerly known as Infinity Premier Insurance Company ("the Corporation"), is a for-profit corporation.
- SECOND:** The period of the duration is perpetual.
- THIRD:** The purpose or purposes for which the Corporation is organized are:
- I. To engage in the business of underwriting and reinsuring all classes of insurance permitted pursuant to the Texas Insurance Code to be underwritten by property and casualty insurers, including without limitation, inland marine, ocean marine, auto physical damage, automobile liability, automobile physical damage, liability other than automobile, glass, burglary and theft, and boiler and machinery, including, in each class, the power to underwrite and reinsure contingent, consequential and indirect losses arising from any of the causes set forth in each such class of insurance, and to conduct any and all activities incidental to the business of underwriting such insurance and providing such insurance services:
 - II. To purchase, acquire, hold, own, improve, develop, sell, convey, assign, release, mortgage, encumber, use, lease, hire, manage, deal in and otherwise dispose of real and personal property of every name and nature; and
 - III. To do any act or thing and exercise any power suitable, convenient or proper for the accomplishment of any of the purposes set forth herein or incidental to such purposes, or which at any time may appear conducive to or expedient for the accomplishment of any such purposes.

The foregoing enumeration of the purposes of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law. Nothing herein contained shall be

deemed to authorize or permit the Corporation to carry on any business or exercise any power or do any act which an insurance corporation formed under the laws of the State of Texas may not at the time lawfully carry on or do.

FOURTH:

These Amended and Restated Articles of Incorporation were duly adopted and modified by the shareholders of the Corporation on October 1, 2012.

FIFTH:

The Corporation shall be authorized to issue One Million (1,000,000) shares of stock with a par value of One Dollar (\$1.00) each, amounting in the aggregate to One Million Dollars (\$1,000,000), of which shares there shall always be issued, outstanding, and fully paid at least fifty percent (50%) of the aggregate of par value of the shares authorized to be issued. The Corporation shall also have at all times at least Two Million Five Hundred Thousand Dollars (\$2,500,000) in capital and Two Million Five Hundred Thousand Dollars (\$2,500,000) in surplus, as required by Section 822.054 of the Texas Insurance Code. The Corporation shall also be authorized to issue Five Million (5,000,000) preferred shares, at the par value of One Dollar (\$1.00) each. All common shares shall be of one class, with one vote per outstanding share and equal rights as to dividends and distributions. Shares of preferred stock may be issued from time to time in one or more series, each such series to have distinctive serial designations, as shall hereafter be determined in the resolution or resolutions providing for the issue of such preferred stock from time to time adopted by the Board of Directors pursuant to authority so to do which is hereby vested in the Board of Directors. Each such series of preferred stock may have such number of shares, such voting powers (or be non-voting), such redemption rights, prices or requirements, and such dividend rates, conditions or preferences, as are determined by the Board of Directors by resolution.

SIXTH:

The capital stock of the Corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment to pay the debts of the Corporation.

SEVENTH:

The Shareholders of the Corporation shall not have a preemptive right to acquire additional shares of the Corporation.

EIGHTH:

The minimum amount of capital with which the Corporation shall commence business shall not be less than \$2,500,000.

NINTH:

Any proposed amendment to these Articles of Incorporation which requires a vote of the shareholders shall be adopted upon receiving the affirmative vote of the holders of a majority of the outstanding shares entitled to vote.

TENTH:

A plan of merger or consolidation of the Corporation, a sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Corporation not made in the usual course of business, or a voluntary dissolution of the Corporation, in each case approved or recommended by the Board of Directors, shall be adopted, authorized or approved upon receiving the affirmative vote of the holders of a majority of the outstanding shares of the Corporation entitled to vote.

ELEVENTH:

The principal place of business of this Corporation shall be in the City of Dallas, Dallas County, Texas. All of the Corporation's accounts and records shall be maintained at its principal place of business or at such other location determined by its Board of Directors.

TWELTH:

The number of directors constituting the board of directors shall be seven and may be increased from time to time by the Board of Directors in accordance with the Texas Department of Insurance, or decreased if the Texas Department of insurance permits such decrease.

The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Jason L. Jelen
2131 Leander Dr..
Dallas, TX 75211

Ned N. Fleming III
5816 Glendora Avenue
Dallas, TX 75230

Mark R. Matteson
2724 Daniel Ave.
Dallas, TX 75205

William C. Tepe
3950 Chapel Grove Dr.
Marietta, GA 30062

Robert C. Moore
1082 Cherrybark Trace
Marietta, GA 300

Jay Grob
4441 Gloster Rd.
Dallas, TX 75220

Barrett Bruce
7622 Queens Garden Dr.
Dallas, Texas 75248

THIRTEENTH:

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for breach of the director's duty of loyalty to the Corporation or its shareholders; (ii)

for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) for a transaction from which the director derives an improper personal benefit; and (iv) to the extent Section 7.001 of the Texas Business Organizations Code may apply. If the provisions of Title 1, Chapter 7 of the Texas Business Organizations Code or any other applicable law are hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without further action, to the maximum extent permitted by law. Any repeal or modification of this Section by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any facts existing at or prior to the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 27th day of December, 2012, and under the penalties of perjury confirm the statements made herein are true.

ATX PREMIER INSURANCE COMPANY

BY:


Robert C. Moore, Secretary

STATE OF GEORGIA)
)
COUNTY OF COBB)



I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, Robert C. Moore, Secretary of ATX Premier Insurance Company, personally appeared before me and acknowledged the execution of the foregoing Amended and Restated Articles of Incorporation of ATX Premier Insurance Company, and who having been duly sworn, stated that any representations therein contained are true.

WITNESS my hand and Notarial Seal in the County and State last aforesaid, this 26th day of December, 2012.

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 1989120001
Filing Date: 12/21/2012
Effective Date: 12/21/2012

wpu



STATE OF INDIANA

MITCHELL E. DANIELS, JR., Governor

RECEIVED

IDOI

2012 DEC 21 INDIANA DEPARTMENT OF INSURANCE
311 W. WASHINGTON STREET, SUITE 300
INDIANAPOLIS, INDIANA 46204-2787
TELEPHONE: (317) 232-2385
FAX: (317) 232-5251

Stephen W. Robertson, Commissioner

December 21, 2012

Secretary of State
200 W. Washington St. Room 201
Indianapolis, IN 46204

RE: Articles of Amendment to the Articles of Incorporation of ATX Premier Insurance Company

To Whom It May Concern;

The Department of Insurance is submitting the Articles of Amendment to the Articles of Incorporation of ATX Premier Insurance Company

Enclosed is a \$30 check made out to Secretary of State and 3 original copies of the Articles of Incorporation. Please file and return 2 certified filed-stamped copies. Please note the certificate needs to be issued under **INDIANA INSURANCE LAW**.

Please do not mail, I will pick up the documents when completed.

If you have any questions or concerns, do not hesitate to contact me by phone 317-232-5692 or by e-mail MaWilliams2@idoi.in.gov.

Sincerely,

Mary Ann Williams
Company Records
Indiana Department of Insurance
311 West Washington Street
Indianapolis, Indiana 46204

Enclosures

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 1989120001
Filing Date: 12/21/2012
Effective Date: 12/21/2012



STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL
INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR
302 W. WASHINGTON STREET • INDIANAPOLIS, IN 46204-2770
www.AttorneyGeneral.IN.gov

GREG ZOELLER
INDIANA ATTORNEY GENERAL

RECEIVED
CORPORATIONS DIV
12 DEC 18 PM 2:59

TELEPHONE: 317.232.6201
FAX: 317.232.7979

December 14, 2012

CERTIFICATION

I have examined the Articles of Amendment to the Articles of Incorporation of Infinity Premier Insurance Company, and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

GREGORY ZOELLER
Attorney General of Indiana
Atty No. 1958-98

A handwritten signature in black ink, appearing to read "Gordon E. White, Jr.", written over a horizontal line.
Gordon E. White, Jr.
Deputy Attorney General
Atty No. 0001041-49

825160

2012 DEC 21 AM 10:51
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**INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
CORPORATIONS CERTIFIED COPIES**

INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
302 West Washington Street, Room E018
Indianapolis, IN 46204

<http://www.sos.in.gov>

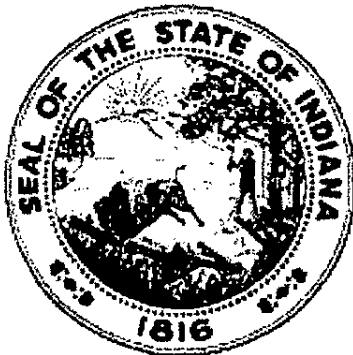
January 03, 2013

Company Requested: ATX PREMIER INSURANCE COMPANY
Control Number: 1989120001

Date
12/21/2012

Transaction
Articles of Amendment

Pages
4



State of Indiana
Office of the Secretary of State

I hereby certify that this is a true and
complete copy of this 4 page
document filed in this office.

Dated: January 03, 2013
Certification Number: 2013010370130

Connie Lawson

Connie Lawson
Secretary of State

ATX PREMIER INSURANCE COMPANY
FEIN 13-1287689
Officers/Directors

President	Jason Jelen 5420 LBJ Freeway, Suite 100 Dallas, TX 75240
CFO	William C. Tepe 800 Overlook III, 2859 Paces Ferry Road Atlanta, GA 30339
Secretary	Robert C. Moore 800 Overlook III, 2859 Paces Ferry Road Atlanta, GA 30339
Executive Vice President	H. Scott Coy 7920 Belt Line Road, Suite 800 Dallas, TX 75254
Vice President - Claims/ Assistant Secretary	Neal Holford 7920 Belt Line Road, Suite 800 Dallas, TX 75254
Director	Ned N. Fleming, III 5420 LBJ Freeway, Suite 100 Dallas, TX 75240
Director	Robert C. Moore 800 Overlook III, 2859 Paces Ferry Road Atlanta, GA 30339
Director	William C. Tepe 800 Overlook III, 2859 Paces Ferry Road Atlanta, GA 30339