

P97000064910

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

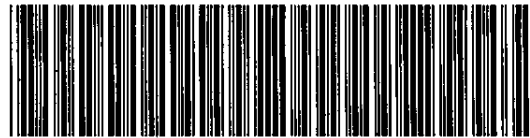
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/09/14--01027--003 **35.00

FILED
14 OCT 20 AM 3 47
CLERK OF SUPERIOR COURT
JANUARY 1, 2015

Amend.

10/20/14

DC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 17, 2014

FELICIA DAYE
AM TRUST FINANCIAL SERVICES, INC.
800 SUPERIOR AVE E - 21ST FLOOR
CLEVELAND, FL 44114

SUBJECT: COMP OPTIONS INSURANCE COMPANY, INC.
Ref. Number: P97000064910

We have received your document for COMP OPTIONS INSURANCE COMPANY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please check the appropriate box on the amendment form regarding the adoption of the amendment(s).

Please check only 1(one) box.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 914A00022320

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Comp Options Insurance Company, Inc.
DOCUMENT NUMBER: P97000064910

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

Please return all correspondence concerning this matter to the following:

Felicia Daye

Name of Contact Person

Am Trust Financial Services, Inc.

Firm/ Company

800 Superior Ave E, 21st Floor

Address

Cleveland, OH 44114

City/ State and Zip Code

regulatorycompliance@amtrustgroup.com

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

For further information concerning this matter, please call:

Felicia Daye

Name of Contact Person

at (216) 901-8551

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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



Via FedEx

October 7, 2014

Department of State Divisions of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Comp Options Insurance Company, Inc., Document Number P97000064910
POST-ACQUISITION NOTIFICATION OF CHANGE OF CONTROL

Dear Sir/Madam,

Please accept this letter as written notice of the completion of our acquisition of the insurance company above-referenced. On October 1, 2014, AmTrust Financial Services, Inc. ("AmTrust"), a Delaware corporation, acquired control of the Comp Options Insurance Company, Inc. ("Comp Options"), a Florida corporation.

Below is a list of the new directors and officers of Comp Options:

Name	Title
Joseph Christopher Santore Jr.	Chief Executive Officer and President
Kerry James Heitz	Treasurer
Stephen Barry Ungar	Director and Secretary
Elissa Marie Pacheco	Executive Vice President
Barry Wolff Moses	Vice President and Assistant Secretary
Donald Thomas DeCarlo	Director
Jay Jerome Miller	Director
Harry Schlachter	Director
Barry Dov Zyskind	Director

Also, Enclosed please find the completed Articles of Amendment Form to reflect the changes referenced above.

Should you have any questions, please contact Janie V. Clark, Legal & Compliance Counsel, at the address below or via email at janie.clark@amtrustgroup.com.

Very truly yours,

Felicia Daye
Licensing Specialist III

Articles of Amendment
to
Articles of Incorporation
of

Comp Options Insurance Company, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P97000064910

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

FILED
OCT 20 AM 3:47
14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	TD	James Carl Modaff	4800 Deerwood Campus PKwy Jacksonville, FL 32246
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	S	Jarrod W Harmon	4800 Deerwood Campus PKwy Jacksonville, FL 32246
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Charles Divita III	4800 Deerwood Campus PKwy Jacksonville, FL 32246
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Elana G Schrader	4800 Deerwood Campus PKwy Jacksonville, FL 32246
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Darnell Smith	4800 Deerwood Campus PKwy Jacksonville, FL 32246
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Jon R Urbanek	4800 Deerwood Campus PKwy Jacksonville, FL 32246

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

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Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>T</u>	<u>Kerry Heitz</u> ✓	<u>903 NW 65th Street</u>
<input checked="" type="checkbox"/> Add			<u>Boca Raton, FL 33487</u>
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>DS</u>	<u>Stephen Ungar</u> ✓	<u>59 Maiden Lane</u>
<input checked="" type="checkbox"/> Add			<u>43rd Floor</u>
<input type="checkbox"/> Remove			<u>New York, NY 10038</u>
3) <input type="checkbox"/> Change	<u>EVP</u>	<u>Elissa Pacheco</u> ✓	<u>903 NW 65th Street</u>
<input checked="" type="checkbox"/> Add			<u>Boca Raton, FL 33487</u>
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change	<u>VP AS</u>	<u>Barry Moses</u> ✓	<u>800 Superior Ave E</u>
<input checked="" type="checkbox"/> Add			<u>21st Floor</u>
<input type="checkbox"/> Remove			<u>Cleveland, OH 44114</u>
5) <input type="checkbox"/> Change	<u>D</u>	<u>Donald DeCarlo</u> ✓	<u>59 Maiden Lane</u>
<input checked="" type="checkbox"/> Add			<u>43rd Floor</u>
<input type="checkbox"/> Remove			<u>New York, NY 10038</u>
6) <input type="checkbox"/> Change	<u>D</u>	<u>Jay Miller</u> ✓	<u>59 Maiden Lane</u>
<input checked="" type="checkbox"/> Add			<u>21st Floor</u>
<input type="checkbox"/> Remove			<u>Cleveland, OH 44114</u>

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>D</u>	<u>Harry Schlachter</u> ✓	<u>59 Maiden Lane</u>
<input checked="" type="checkbox"/> Add			<u>43rd Floor</u>
<input type="checkbox"/> Remove			<u>New York, NY 10038</u>
2) <input type="checkbox"/> Change	<u>D</u>	<u>Barry Zyskind</u> ✓	
<input checked="" type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

N/A

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: 10/1/2014, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____"
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 10/07/14

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Barry Moses

(Typed or printed name of person signing)

Vice President / Assistant Secretary

(Title of person signing)