

UNOFFICIAL COPY



Doc# 2130217005 Fee \$88.00

RHSP FEE: \$9.00 RPRF FEE: \$1.00

KAREN A. YARBROUGH

COOK COUNTY CLERK

DATE: 10/29/2021 10:17 AM PG: 1 OF 4

Third Amended & Restated Articles of Incorporation
Of
American Country Insurance Company

Property of Cook County Clerk's Office

UNOFFICIAL COPY

THIRD AMENDED & RESTATED ARTICLES OF INCORPORATION OF AMERICAN COUNTRY INSURANCE COMPANY

ARTICLE I

The name of the corporation shall be American Country Insurance Company.

ARTICLE II

The principal office location of the corporation shall be located in Cook County, Illinois.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The corporation shall be organized for the purpose of making insurance as set forth under the following clauses of Illinois law:

(a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k) of Class 2

(a), (b), (c), (d), (e), (f), (g), (h) of Class 3

of Section 4 of the Illinois Insurance Code.

In order to carry out the purposes for which it is organized, the corporation shall have the following rights and powers to the extent not inconsistent with nor prohibited by the provisions of the law applicable to insurance companies other than life insurance companies, or applicable to all insurance companies:

- (a) To sue and be sued, complain and defend in any court of law or equity;
- (b) To have a corporate seal, or a facsimile thereof, but shall not be required to have or use such seal;
- (c) To purchase, hold or convey such real estate as the purposes of the corporation shall require, and to take, hold or convey other property, real, personal or mixed, as shall be necessary in the transaction of its business, all to the extent permitted by law;
- (d) To sell, mortgage, loan, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interests in or obligations of other domestic and foreign corporations, associations, partnerships or individuals, all to the extent permitted by law;
- (e) To sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the corporation with or without the goodwill of the corporation, upon such

Doc ID: 40df14ca46746acb0f1cf3189b73e3fc62d59997



UNOFFICIAL COPY

terms and conditions and for such consideration consisting in whole or in part, of money or property, real or personal, including but not restricted to shares of any other domestic or foreign corporations as shall be consistent with the provision of law applicable to such transfers under the laws of the State of Illinois and consistent also with any and all provisions of law applicable to insurance companies other than life insurance companies and provisions of law applicable to all insurance companies;

- (f) To make, contract, and incur liabilities which may be appropriate to enable it to accomplish any and all of its purposes; to issue its notes, bonds, and other obligations, to secure any of its obligations by mortgage, deed of trust, or pledge of any or all of its property, franchise or income; to issue notes or bonds secured or unsecured, which by their terms are convertible to shares of stock of any class upon such terms and conditions and at such rates or prices as may be therein provided; to enter into contracts of reinsurance, either as reinsurer or otherwise, pertaining to insurance other than life insurance, to the extent permitted by law to a corporation of this kind;
- (g) To invest its capital, reserve and surplus funds of whatever kind or character from time to time and to lend money for its corporate purposes, and to take and hold real and personal property as security for the payment of funds so invested or loaned, all to the extent that such investments and loans may be permitted by the provisions of law applicable to insurance companies other than life insurance companies or applicable to all insurance companies;
- (h) To elect or appoint officers and agents of the corporation and to define their duties and fix their compensation, such officers to consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time deem necessary;
- (i) To make and alter By-Laws, not inconsistent with these Amended and Restated Articles of Incorporation, as amended, or with the laws of this State, for the administration and regulation of the affairs of the corporation;
- (j) To terminate its corporate activities and to surrender its corporate franchise;
- (k) To make contributions to corporations or other organizations formed for civic, charitable or benevolent purposes or to any incorporated or unincorporated association, United Fund or community funds not operated or used for profit to its members, but operated for the purposes of raising funds for and of distributing funds to other civic, charitable or benevolent organizations or agencies; and
- (l) To have and exercise all of the powers necessary or convenient to effect or accomplish any or all of the purposes for which the corporation was formed; to exercise all powers, now or hereafter permitted by law to a corporation of this character, and not prohibited by Illinois insurance law.



UNOFFICIAL COPY

ARTICLE V

The property and business of the corporation shall be managed and controlled by the Board of Directors, which shall consist of not less than three (3) nor more than twenty-one (21) persons who shall be elected at each annual meeting of Shareholders. Any vacancy in the Board of Directors caused by resignation or death may be elected by the Shareholders by annual meeting or by special meeting called for that purpose. The Board of Directors may repeal, alter, or amend the By-Laws of this corporation or may adopt new or additional By-Laws, but such By-Laws shall not be inconsistent with these Articles of Incorporation, as amended, or with the laws of the State of Illinois. Meetings of the Board of Directors may be held within or without the State as the Board of Directors may decide. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting shall be the act of the Board of Directors except as may be otherwise specifically provided by the Articles of Incorporation, as amended, or by the By-Laws, as amended.

ARTICLE VI

The aggregate number of shares which the corporation shall have authority to issue shall be Fifty Thousand (50,000) shares of the par value of Sixty Dollars (\$60.00) per share. Each share of stock shall be entitled to one (1) vote, except that in all elections for Directors, Shareholders shall have the right of cumulative voting.

ARTICLE VII

Amendments of the Amended and Restated Articles of Incorporation may be submitted by resolution of the Board of Directors at any regular or special meeting of Shareholders and adopted by the affirmative vote of the majority of outstanding shares entitled to vote.

IN WITNESS HEREOF, the undersigned has hereby set his hand and seal this 5th day of October, 2021.

By:

Sharon Fernandez

Sharon Fernandez
President

Jeffrey Nash

Jeffrey Nash
Secretary

