

Division of Corporations

(H100001456583)

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Florida Department of State

Division of Corporations

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Keyes Insurance LLC

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JUN 23 2010

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
KEYES INSURANCE LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes.

ARTICLE I: NAME

The name of this limited liability company is **KEYES INSURANCE LLC** (the "Company").

ARTICLE II: ADDRESS OF COMPANY

The mailing address of the Company is:

**5000 SW 75 Avenue, Ste. 301
Miami, Florida 33155**

The street address of the principal office is:

**5000 SW 75 Avenue, Ste. 301
Miami, Florida 33155**

ARTICLE III: REGISTERED AGENT

The name and address of the registered agent of the Company is:

**Miles L. Plaskett
200 South Biscayne Boulevard
Suite 3400
Miami, Florida 33131-2397**

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ARTICLE IV: MANAGEMENT OF THE COMPANY

The Company will be a member – managed company.

The name and address of the initial Managing Members are as follows:

Title:**Managing Members ("MGRM"):****Name and Address:**

Gallagher Property and Casualty, LLC
5000 SW 75 Avenue
Suite 301
Miami, Florida 33155

The Keyes Company
2121 SW Third Avenue
Suite 200
Miami, Florida 33129-1458

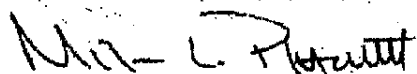
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ARTICLE V: INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person or entity who was or is a party to any proceeding by reason of the fact that he/she/it is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she/it acted in good faith and in a manner he/she/it reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her/it conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her/it in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person or entity under the foregoing provision shall not exclude any other right to which he/she/it may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person or entity in any proper case even though not specifically provided for herein.

The undersigned authorized representative has executed these Articles of Organization effective as of June 22, 2010.


Miles L. Plaskett

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In accordance with section 608.408 (3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608, Florida Statutes.



Miles L. Plaskett, As Registered Agent

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