

150616

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
BROWN & BROWN OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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CC
Amend
@ 9.15.14



September 12, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BROWN & BROWN OF FLORIDA, INC.
220 S RIDGEWOOD AVENUE
DAYTONA BEACH, FL 32114US

SUBJECT: BROWN & BROWN OF FLORIDA, INC.
REF: 150616

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Bylaws are not filed with this office. Please retain them for your records.

Please remove any reference to the by-laws.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H14000213680
Letter Number: 114A00019554

RE-SUBMIT

Please retain original filing
date of submission 9/11

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**CONSENT IN LIEU OF A MEETING OF
THE BOARD OF DIRECTORS OF
BROWN & BROWN OF FLORIDA, INC.**

The undersigned, constituting the Board of Directors of Brown & Brown of Florida, Inc., a Florida corporation (the "Company"), waiving all requirements of notice, hereby adopts the following resolutions by written consent, without a meeting, pursuant to the provisions of the Florida Business Corporation Act, to the taking of the following actions as the duly authorized actions of the Company:

APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION

RESOLVED, that the articles of incorporation of the Company may be amended as follows:

"ARTICLE VII. The Board of Directors shall consist of one (1) director. The number of directors may be increased and/or decreased from time to time by action in accordance with the Bylaws of the Corporation;"

FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to take all actions they deem necessary or appropriate to carry out the intent of the foregoing resolution, including filings necessary in any states in which the Company does business and the payment of any necessary filing fees.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of the Company have executed this written consent effective as of September 5, 2014.

BOARD OF DIRECTORS

By: Robert W. Lloyd
Robert W. Lloyd

By: David Lotz
David Lotz

By: R. Andrew Watts
R. Andrew Watts

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14 SEP 11 AM 9:18

**CONSENT IN LIEU OF A MEETING OF
THE SOLE SHAREHODER OF
BROWN & BROWN OF FLORIDA, INC.**

The undersigned, constituting the sole Shareholder of Directors of Brown & Brown of Florida, Inc., a Florida corporation (the "Company"), waiving all requirements of notice, hereby adopt the following resolutions by written consent, without a meeting, pursuant to the provisions of the Florida Business Corporation Act, to the taking of the following actions as the duly authorized actions of the Company:

APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION

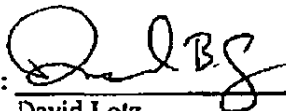
RESOLVED, that the articles of incorporation of the Company may be amended as follows:

"ARTICLE VII. The Board of Directors shall consist of one (1) director. The number of directors may be increased and/or decreased from time to time by action in accordance with the Bylaws of the Corporation;"

FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to take all actions they deem necessary or appropriate to carry out the intent of the foregoing resolution, including filings necessary in any states in which the Company does business and the payment of any necessary filing fees.

IN WITNESS WHEREOF, the undersigned sole Shareholder of the Company has executed this written consent effective as of September 5, 2014.

BROWN & BROWN, INC.

By: 
David Lotz

The date of each amendment(s) adoption: 9/5/2014, if other than the date this document was signed.

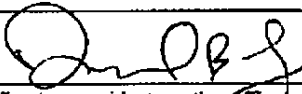
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 9/5/2014

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)

David Lotz

(Typed or printed name of person signing)

Director/VP

(Title of person signing)