

# 150616

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(Requestor's Name)

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(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

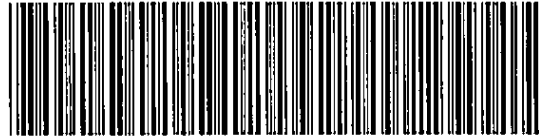
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(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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Effective date 12-31-23

FILED  
2023 DEC 28 PM 12 22

RECEIVED  
2023 DEC 28 PM 3:18

3  
A RAMSEY

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 219236 8276196

AUTHORIZATION : *Eylena Baker*

COST LIMIT : \$ 1180.00

ORDER DATE : December 19, 2023

ORDER TIME : 1:11 PM

ORDER NO. : 219236-265

CUSTOMER NO: 8276196

*This should be calculated  
correctly, if not authorized  
to increase cost limit to  
whatever is needed*

ARTICLES OF MERGER

BROWN & BROWN BENEFIT ADVISORS  
INC.

INTO

BROWN & BROWN INSURANCE  
SERVICES, INC.

*Effective date 12/31/23*  
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER  
BROWN & BROWN INSURANCE SERVICES, INC.,  
A FLORIDA CORPORATION**

FILED  
2023 DEC 28 PM 12 22

The following articles of merger are submitted in accordance with the Florida Business Corporation Act,

**FIRST:** The name and jurisdiction of the surviving entity:

Name	Jurisdiction	Type of Entity
Brown & Brown Insurance Services, Inc	Florida	Corporation

**SECOND:** The name and jurisdiction of each of merging eligible entity:

Name	Jurisdiction	Type of Entity	Document Number
Brown & Brown Benefit Advisors, Inc.	New Jersey	Corporation	F15000001296
Brown & Brown Insurance Agency of Virginia, Inc.	Virginia	Corporation	F13000003164
Brown & Brown Insurance of Georgia, Inc.	Georgia	Corporation	F03000001845
Brown & Brown Insurance of Nevada, Inc.	Nevada	Corporation	F06000006685
Brown & Brown of Oklahoma, Inc.	Oklahoma	Corporation	F13000005501
Brown & Brown of South Carolina, Inc.	South Carolina	Corporation	F06000006139
Brown & Brown of West Virginia, Inc.	West Virginia	Corporation	n/a
Brown & Brown Lone Star Insurance Services, Inc.	Texas	Corporation	F03000005022
Brown & Brown of Arkansas, Inc.	Arkansas	Corporation	F06000002443
Brown & Brown of Central Michigan, Inc.	Michigan	Corporation	n/a
Brown & Brown of Colorado, Inc.	Colorado	Corporation	F06000004673
Brown & Brown of Wisconsin, Inc.	Wisconsin	Corporation	F06000005703
Brown & Brown Pacific Insurance Services, Inc.	Hawaii	Corporation	F20000002208
Brown & Brown of Washington, Inc.	Washington	Corporation	F04000006185
Brown & Brown of New Hampshire, Inc.	New Hampshire	Corporation	F05000003164
Brown & Brown of Connecticut, Inc.	Connecticut	Corporation	F06000006451
Brown & Brown of Delaware, Inc.	Delaware	Corporation	F07000005054
Brown & Brown of Detroit, Inc.	Michigan	Corporation	F06000006077
Brown & Brown of Iowa, Inc.	Iowa	Corporation	n/a
Brown & Brown of New York, Inc.	New York	Corporation	n/a
Brown & Brown of Michigan, Inc.	Michigan	Corporation	F06000006239
Brown & Brown of Minnesota, Inc.	Minnesota	Corporation	F05000002311
B&B Metro Holding, Inc.	New Jersey	Corporation	n/a
Brown & Brown NJ Holding Co, Inc.	Florida	Corporation	P12000102288
Brown & Brown Insurance of Arizona, Inc.	Arizona	Corporation	F13000003103
Brown & Brown of Ohio, LLC	Ohio	LLC	M13000000218
Brown & Brown of Nashville, Inc.	Tennessee	Corporation	F07000004712
Brown & Brown of North Dakota, Inc.	North Dakota	Corporation	n/a
Brown & Brown of Illinois, Inc.	Illinois	Corporation	n/a
Healthcare Insurance Professionals, Inc	Texas	Corporation	n/a
B&B TN Holding Company, Inc	Delaware	Corporation	n/a
Brown & Brown Insurance Services of California, Inc.	California	Corporation	F11000004811
Brown & Brown Insurance Services, Inc.	Florida	Corporation	150616

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

**FOURTH:** The surviving entity exists before the merger and is a domestic filing entity.

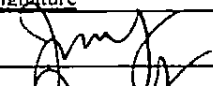
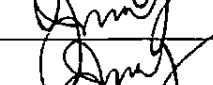
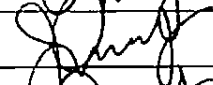
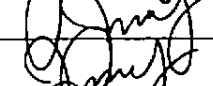
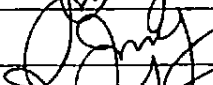
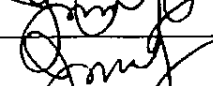
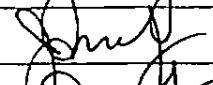
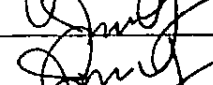
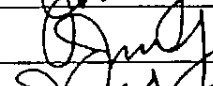
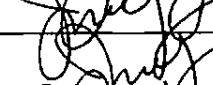
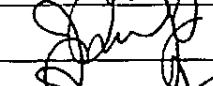
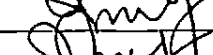


**FIFTH:** The plan of merger was approved by the shareholders (there are no separate voting groups) as required of each domestic corporation or limited liability company.

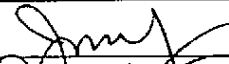

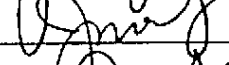
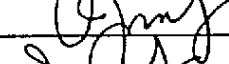

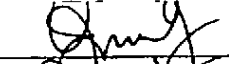

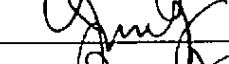
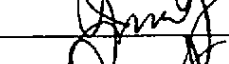
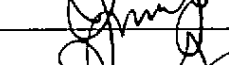
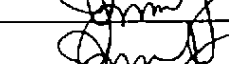
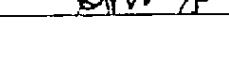
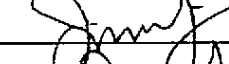

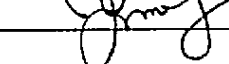
**SIXTH:** The participation of each foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** The participation of each domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** 12/31/2023

**NINTH:** Signature(s) for Each Party:

Name	Signature	Typed title & Name
Brown & Brown Benefit Advisors, Inc.		Name: James Lanni Title: VP
Brown & Brown Insurance Agency of Virginia, Inc.		Name: James Lanni Title: VP
Brown & Brown Insurance of Georgia, Inc.		Name: James Lanni Title: VP
Brown & Brown Insurance of Nevada, Inc.		Name: James Lanni Title: VP
Brown & Brown of Oklahoma, Inc.		Name: James Lanni Title: VP
Brown & Brown of South Carolina, Inc.		Name: James Lanni Title: VP
Brown & Brown of West Virginia, Inc.		Name: James Lanni Title: VP
Brown & Brown Lone Star Insurance Services, Inc.		Name: James Lanni Title: VP
Brown & Brown of Arkansas, Inc.		Name: James Lanni Title: VP
Brown & Brown of Central Michigan, Inc.		Name: James Lanni Title: VP
Brown & Brown of Colorado, Inc.		Name: James Lanni Title: VP
Brown & Brown of Wisconsin, Inc.		Name: James Lanni Title: VP
Brown & Brown Pacific Insurance Services, Inc.		Name: James Lanni Title: VP
Brown & Brown of Washington, Inc.		Name: James Lanni Title: VP
Brown & Brown of New Hampshire, Inc.		Name: James Lanni Title: VP
Brown & Brown of Connecticut, Inc.		Name: James Lanni Title: VP
Brown & Brown of Delaware, Inc.		Name: James Lanni Title: VP
Brown & Brown of Detroit, Inc.		Name: James Lanni

		Title: VP
Brown & Brown of Iowa, Inc.		Name: James Lanni Title: VP
Brown & Brown of New York, Inc.		Name: James Lanni Title: VP
Brown & Brown of Michigan, Inc.		Name: James Lanni Title: VP
Brown & Brown of Minnesota, Inc.		Name: James Lanni Title: VP
B&B Metro Holding, Inc.		Name: James Lanni Title: VP
Brown & Brown NJ Holding Co. Inc.		Name: James Lanni Title: VP
Brown & Brown Insurance of Arizona, Inc.		Name: James Lanni Title: VP
Brown & Brown of Ohio, LLC		Name: James Lanni Title: VP
Brown & Brown of Nashville, Inc.		Name: James Lanni Title: VP
Brown & Brown of North Dakota, Inc.		Name: James Lanni Title: VP
Brown & Brown of Illinois, Inc.		Name: James Lanni Title: VP
Healthcare Insurance Professionals, Inc.		Name: James Lanni Title: VP
B&B TN Holding Company, Inc.		Name: James Lanni Title: VP
Brown & Brown Insurance Services of California, Inc.		Name: James Lanni Title: VP
Brown & Brown Insurance Services, Inc.		Name: James Lanni Title: VP

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this “**Agreement**”), dated as of 12/28/2023 by and between BROWN & BROWN INSURANCE SERVICES, INC. N/K/A BROWN & BROWN OF FLORIDA, INC., a Florida corporation (the “**Acquiror**”), BROWN & BROWN BENEFIT ADVISORS, INC., a New Jersey corporation (“**Target 1**”), BROWN & BROWN INSURANCE AGENCY OF VIRGINIA, INC., a Virginia corporation (“**Target 2**”), BROWN & BROWN INSURANCE OF GEORGIA, INC., a Georgia corporation (“**Target 3**”), BROWN & BROWN INSURANCE OF NEVADA, INC., a Nevada corporation (“**Target 4**”), BROWN & BROWN OF OKLAHOMA, INC., an Oklahoma corporation (“**Target 5**”), BROWN & BROWN OF SOUTH CAROLINA, INC., a South Carolina corporation (“**Target 6**”), BROWN & BROWN OF WEST VIRGINIA, Inc., a West Virginia Corporation (“**Target 7**”), BROWN & BROWN LONE STAR INSURANCE SERVICES, INC., a Texas Corporation (“**Target 8**”), BROWN & BROWN OF ARKANSAS, INC., an Arkansas corporation (“**Target 9**”), BROWN & BROWN OF CENTRAL MICHIGAN, Inc., a Michigan corporation (“**Target 10**”), BROWN & BROWN OF COLORADO, INC., a Colorado corporation (“**Target 11**”), BROWN & BROWN OF WISCONSIN, INC., a Wisconsin corporation (“**Target 12**”), BROWN & BROWN PACIFIC INSURANCE SERVICES, INC., a Hawaii corporation (“**Target 13**”), BROWN & BROWN OF WASHINGTON, INC., a Washington corporation (“**Target 14**”), BROWN & BROWN OF NEW HAMPSHIRE, INC., a New Hampshire corporation (“**Target 15**”), BROWN & BROWN OF CONNECTICUT, INC., a Connecticut corporation (“**Target 16**”), BROWN & BROWN OF DELAWARE, INC., a Delaware corporation (“**Target 17**”), BROWN & BROWN OF DETROIT, INC., a Michigan corporation (“**Target 18**”), BROWN & BROWN OF IOWA, INC., an Iowa corporation (“**Target 19**”), BROWN & BROWN OF NEW YORK, INC., a New York corporation (“**Target 20**”), BROWN & BROWN OF MICHIGAN, INC., a Michigan corporation (“**Target 21**”), BROWN & BROWN OF MINNESOTA, INC., a Minnesota corporation (“**Target 22**”), B&B METRO HOLDING INC., a New Jersey corporation (“**Target 23**”), SERVCO INSURANCE SERVICES WASHINGTON LLC, a Delaware limited liability company (“**Target 24**”), BROWN & BROWN NJ HOLDING CO. INC., a Florida corporation (“**Target 25**”), BROWN & BROWN INSURANCE OF ARIZONA, INC., an Arizona corporation (“**Target 26**”), BROWN & BROWN OF OHIO, LLC, an Ohio limited liability company (“**Target 27**”), BROWN & BROWN OF NASHVILLE, INC., a Tennessee corporation (“**Target 28**”), BROWN & BROWN OF NORTH DAKOTA, INC., a North Dakota corporation (“**Target 29**”), BROWN & BROWN OF ILLINOIS, INC., an Illinois corporation (“**Target 30**”), HEALTHCARE INSURANCE PROFESSIONALS, INC., a Texas corporation (“**Target 31**”), B&B TN HOLDING COMPANY, INC., a Delaware corporation (“**Target 33**”) and BROWN & BROWN INSURANCE SERVICES OF CALIFORNIA, INC., a California corporation (“**Target 34**”) and together with Target 1, Target 2, Target 3, Target 4, Target 5, Target 6, Target 7, Target 8, Target 9, Target 10, Target 11, Target 12, Target 13, Target 14, Target 15, Target 16, Target 17, Target 18, Target 19, Target 20, Target 21, Target 22, Target 23, Target 24, Target 25, Target 26, Target 27, Target 28, Target 29, Target 30, Target 31, Target 32 and Target 33, each individually a “**Target**” and collectively, the “**Targets**”).

**WHEREAS**, the respective Boards of Directors, shareholders, stockholders, managers and members of the Acquiror and the Targets have each approved and adopted this Agreement and the transactions contemplated by this Agreement, in each case after making a determination that this Agreement and such transactions are advisable and fair to, and in the best interests of, such corporation and limited liability company and its respective stockholders or shareholders and members; and

**WHEREAS**, pursuant to the transactions contemplated by this Agreement and on the terms and subject to the conditions set forth herein, the Targets, in accordance with the laws of Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Illinois, Iowa, Kansas, Ohio,

Laws") will merge with and into the Acquiror, with the Acquiror as the surviving corporation (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Merger Laws, the Targets shall be merged with and into the Acquiror at the Effective Time (as hereinafter defined). Following the Effective Time, the separate corporate existence of each Target shall cease, and the Acquiror shall continue as the surviving corporation (the "Surviving Corporation"). The effects and consequences of the Merger shall be as set forth in this Agreement and the Merger Laws.

2. Effective Time.

(a) Subject to the provisions of this Agreement, on the date hereof, each party shall duly prepare, execute and file articles of merger or other document required by its respective state of formation (each "Articles of Merger") with the Secretary of State or other applicable department for its respective state complying with the applicable laws of its respective state with respect to the Merger. The Merger shall become effective at 11:59PM on December 31, 2023 upon the filing by the Acquiror of its Articles of Merger with the Secretary of State for the State of Florida (the "Effective Time").

(b) The Merger shall have the effects set forth in the Florida Business Corporation Act ("FBCA"). Without limiting the generality of the foregoing, from the Effective Time: (i) all the properties, rights, privileges, immunities, powers and franchises of the Targets shall vest in the Acquiror, as the Surviving Corporation, and (ii) all debts, liabilities, obligations and duties of the Targets shall become the debts, liabilities, obligations and duties of the Acquiror, as the Surviving Corporation.

3. Organizational Documents. The by-laws of the Acquiror in effect at the Effective Time shall be the by-laws of the Surviving Corporation until thereafter amended as provided therein or by the FBCA, and the articles of incorporation of the Acquiror in effect at the Effective Time, as amended pursuant to the Articles of Merger filed by the Acquiror, shall be the articles of incorporation of the Surviving Corporation until thereafter amended as provided therein or by the FBCA.

4. Directors and Officers. The directors and officers of the Acquiror immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time and shall hold office until the earlier of their respective death, resignation or removal or their respective successors are duly elected or appointed and qualified in the manner provided for in the articles of incorporation and by-laws of the Surviving Corporation or as otherwise provided by the FBCA.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Acquiror or the Targets or the holders of shares of capital stock of the respective Targets, as applicable:

(a) each share of common stock of the Targets, issued and outstanding immediately prior to the Effective Time shall be cancelled;

(b) each share of common stock of the Acquiror, issued and outstanding immediately prior to the Effective Time shall remain unchanged.

6. Entire Agreement. This Agreement together with each Articles of Merger constitutes the sole and entire agreement of the parties to this Agreement with respect to the subject matter contained herein, and supersedes all prior and contemporaneous understandings, representations and warranties, and agreements, both written and oral, with respect to such subject matter.

7. Successors and Assigns. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and permitted assigns.

8. No Third-Party Beneficiaries. This Agreement is for the sole benefit of the parties hereto and their respective successors and permitted assigns and nothing herein, express or implied, is intended to or shall confer upon any other person any legal or equitable right, benefit or remedy of any nature whatsoever, under or by reason of this Agreement.

9. Headings. The headings in this Agreement are for reference only and shall not affect the interpretation of this Agreement.

10. Amendment and Modification; Waiver. This Agreement may only be amended, modified or supplemented by an agreement in writing signed by each party hereto. No waiver by any party of any of the provisions hereof shall be effective unless explicitly set forth in writing and signed by the party so waiving. Except as otherwise set forth in this Agreement, no failure to exercise, or delay in exercising, any rights, remedy, power or privilege arising from this Agreement shall operate or be construed as a waiver thereof; nor shall any single or partial exercise of any right, remedy, power or privilege hereunder preclude any other or further exercise thereof or the exercise of any other right, remedy, power or privilege.

11. Severability. If any term or provision of this Agreement is invalid, illegal or unenforceable in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction. Upon such determination that any term or other provision is invalid, illegal or unenforceable, the parties hereto shall negotiate in good faith to modify this Agreement so as to effect the original intent of the parties as closely as possible in a mutually acceptable manner in order that the transactions contemplated hereby be consummated as originally contemplated to the greatest extent possible.

12. Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than those of the State of Florida.

13. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

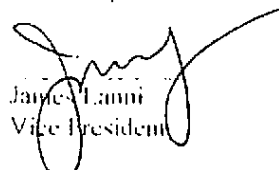
[SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.


**ACQUIROR:**

**BROWN & BROWN INSURANCE SERVICES, INC. F/K/A BROWN & BROWN OF FLORIDA, INC.,** a Florida corporation


By:   
Name: James Lanni  
Title: Vice President

**TARGETS:**


**BROWN & BROWN BENEFIT ADVISORS, INC.,**  
a New Jersey corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary


**BROWN & BROWN OF DETROIT, INC.,** a Michigan corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

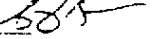
**BROWN & BROWN INSURANCE AGENCY OF VIRGINIA, INC.,** a Virginia corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

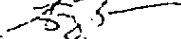
**BROWN & BROWN OF IOWA, INC.,** an Iowa corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary


**BROWN & BROWN INSURANCE OF GEORGIA, INC.,** a Georgia corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary


**BROWN & BROWN OF NEW YORK, INC.,** a New York corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

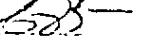
**BROWN & BROWN INSURANCE OF NEVADA, INC.,** a Nevada corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary


**BROWN & BROWN OF MICHIGAN, INC.,** a Michigan corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

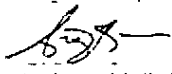
**BROWN & BROWN OF OKLAHOMA, INC.,** an Oklahoma corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

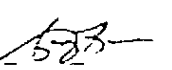
**BROWN & BROWN OF MINNESOTA, INC.,** a Minnesota corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

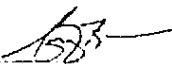
**BROWN & BROWN OF WEST VIRGINIA, INC.,**  
a West Virginia corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

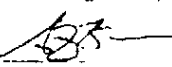
**BROWN & BROWN LONE STAR INSURANCE  
SERVICES, INC.,** a Texas corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

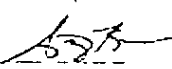
**BROWN & BROWN OF ARKANSAS, INC.,** an  
Arkansas corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

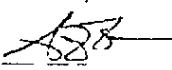
**BROWN & BROWN OF CENTRAL MICHIGAN,  
INC.,** a Michigan corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

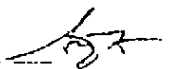
**BROWN & BROWN OF COLORADO, INC.,** a  
Colorado corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

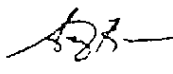
**BROWN & BROWN OF WISCONSIN, INC.,** a  
Wisconsin corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

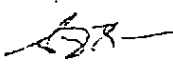
**BROWN & BROWN PACIFIC INSURANCE  
SERVICES, INC.,** a Hawaii corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

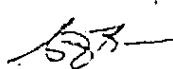
**B&B METRO HOLDING INC.,** a New Jersey  
corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

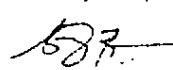
**BROWN & BROWN NJ HOLDING CO, INC.,** a  
Florida corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

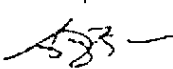
**BROWN & BROWN INSURANCE OF ARIZONA,  
INC.,** an Arizona corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary


**BROWN & BROWN OF OHIO, LLC,** and Ohio  
limited liability company

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

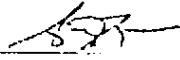
**BROWN & BROWN OF NASHVILLE, INC.,** a  
Tennessee corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary


**BROWN & BROWN OF NORTH DAKOTA, INC.,**  
a North Dakota corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary


**BROWN & BROWN OF WASHINGTON, INC.,** a Washington corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

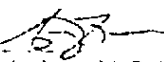
**BROWN & BROWN OF NEW HAMPSHIRE, INC.,** a New Hampshire corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

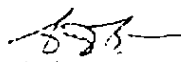
**BROWN & BROWN OF CONNECTICUT, INC.,** a Connecticut corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

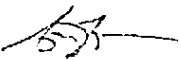
**BROWN & BROWN OF DELAWARE, INC.,** a Delaware corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary


**BROWN & BROWN OF ILLINOIS, INC.,** an Illinois corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

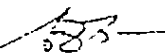
**HEALTHCARE INSURANCE PROFESSIONALS, INC.,** a Texas corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

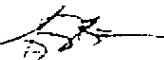
**B&B TN HOLDING COMPANY, INC.,** a Delaware corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary


**BROWN & BROWN INSURANCE SERVICES OF CALIFORNIA, INC.,** a California corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

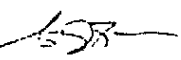
**BROWN & BROWN BENEFIT ADVISORS, INC.,** a New Jersey corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary

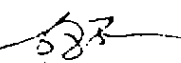
**BROWN & BROWN INSURANCE AGENCY OF VIRGINIA, INC.,** a Virginia corporation

By:   
Name: Anthony M. Robinson  
Title: Vice President and Assistant Secretary


**BROWN & BROWN OF DETROIT, INC.,** a Michigan corporation

By:   
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Title: Vice President and Assistant Secretary


**BROWN & BROWN OF IOWA, INC.,** an Iowa corporation

By:   
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**BROWN & BROWN INSURANCE OF GEORGIA, INC.,** a Georgia corporation

By:   
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**BROWN & BROWN INSURANCE OF NEVADA, INC.,** a Nevada corporation

By:   
Name: Anthony M. Robinson  
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**BROWN & BROWN OF OKLAHOMA, INC.,** an Oklahoma corporation

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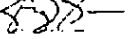
**BROWN & BROWN OF SOUTH CAROLINA, INC.,** a South Carolina corporation

By:   
Name: Anthony M. Robinson  
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**BROWN & BROWN OF WEST VIRGINIA, INC.,** a West Virginia corporation

By:   
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Title: Vice President and Assistant Secretary


**BROWN & BROWN LONE STAR INSURANCE SERVICES, INC.,** a Texas corporation

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Title: Vice President and Assistant Secretary


**BROWN & BROWN OF ARKANSAS, INC.,** an Arkansas corporation

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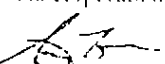
**BROWN & BROWN OF NEW YORK, INC.,** a New York corporation

By:   
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Title: Vice President and Assistant Secretary

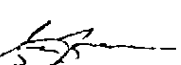
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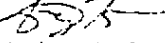
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Title: Vice President and Assistant Secretary

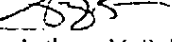
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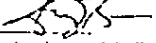
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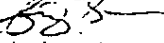
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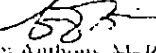
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