

253118

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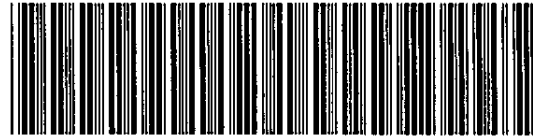
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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

Ammon Prestated
FEB 11 2015
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Farm Bureau Insurance Agency, Inc.

DOCUMENT NUMBER: 253118

The enclosed *Amended and Restated Articles of Incorporation*,
Secretary's Certificate, and fee are submitted for filing. Please return all
correspondence concerning this matter to the following:

Steve W. Ingram

Name of Contact Person

Southern Farm Bureau Casualty Insurance Company

Firm/ Company

P.O. Box 1800

Address

Ridgeland, MS 39158

City/ State and Zip Code

singram@sfbic.com

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

For further information concerning this matter, please call:

Paul D. Perry

Name of Contact Person

at (601) 957 - 4440

Area Code & Daytime Telephone Number

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

☒ \$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

\$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

FLORIDA FARM BUREAU INSURANCE AGENCY, INC.

SECRETARY'S CERTIFICATE

Name of Corporation: Florida Farm Bureau Insurance Agency, Inc.

Document Number of Corporation: 253118

Pursuant to the provisions of the Florida Statutes, the undersigned corporation, Florida Farm Bureau Insurance Agency, Inc., pursuant to a resolution duly adopted by its sole shareholder, has adopted the Amended and Restated Articles of Incorporation attached hereto and incorporated herein by reference.

The date of each amendment's adoption: October 21, 2013.

The Amended and Restated Articles of Incorporation contain amendments that were approved by the sole shareholder pursuant to Florida Statutes. The number of votes cast for the amendments by the sole shareholder was sufficient for approval.

Dated: February 5, 2014

{SEAL}

Florida Farm Bureau Insurance Agency, Inc.

By: 
Steve Ingram

Title: Secretary

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FLORIDA FARM BUREAU INSURANCE AGENCY, INC.**

ARTICLE I. NAME

The name of this corporation shall be Florida Farm Bureau Insurance Agency, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is:

To operate and conduct the business of selling insurance of any type or kind as agent, broker, or otherwise in any manner or to any extent permitted by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand (10,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

The common stockholders of this corporation may enter into written agreements subjecting the disposition or transfer of all or any common stock of this corporation to reasonable restraints by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said common stock.

Stockholders may include in their agreements between themselves the following matters of agreement:

(1) Any reasonable limitation upon the transferability, assignment, or pledge of said common stock;

(2) The conferring of pre-emptive rights of purchase upon officers and/or common stockholders as conditions precedent to the sale, assignment, bequest, gift or pledge of said common stock.

In the event that stockholders of this corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of this corporation, such stock shall not be eligible for transfer on the books of this corporation, unless and until all of the terms and conditions of such agreement are met.

ARTICLE IV. TERM OF EXISTENCE

The period of existence of the corporation shall be perpetual.

ARTICLE V. ADDRESS

(A) The street and mailing address of the principal office of this corporation is:

Street Address: 5700 SW 34th Street
Gainesville, Florida 32608

Mailing Address: Post Office Box 147030
Gainesville, Florida 32614

The Board of Directors may, from time to time, move the principal office of this corporation to another location within the state of Florida.

(B) The name and street address of this corporation's registered agent is:

Name: Stephen T. Grabow, the corporation's initial registered agent

Street Address: 5700 SW 34th Street

Gainesville, Florida 32608

ARTICLE VI. DIRECTORS

The governance of the corporation shall be vested in a Board of Directors consisting of six (6) members. The number of directors may be increased or decreased at any annual meeting of the shareholders, such increases or decreases shall be limited to the number provided in the Bylaws. The Board of Directors may from within or without the membership of the Board, appoint an executive committee to conduct such business of the corporation between regular meetings of the Board of Directors as such Board may determine and delegate. The Chairman of the Board of the corporation shall be ex-officio a member of the executive committee.

ARTICLE VII. OFFICERS

This corporation shall have a President and Chief Executive Officer, who does not have to be a director of the corporation, and such other officers as the Board of Directors may determine that the interests of the Company may require.

ARTICLE VIII. INDEMNIFICATION OF DIRECTORS

Directors of this corporation shall have no liability to the corporation or its shareholders for money damages, for any action taken or for any failure to take any action, as a director except liability for:

- (a) the amount of financial benefit received by a director to which he is not entitled;
- (b) an intentional infliction of harm on the corporation or the shareholders;

- (c) an unlawful distribution of the nature described in § 607.0834 of the Florida Business Corporation Act, as amended; or
- (d) an intentional violation of criminal law.

Any amendment, repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director occurring prior to, such amendment, repeal or modification.

ARTICLE IX. INDEMNIFICATION OF OFFICERS

To the fullest extent permitted by applicable law, this corporation shall provide indemnification of, and advancement of expenses to, an officer of this corporation who is a party to a proceeding because he is an officer of the corporation (and any other persons to which the Florida Business Corporation Act permits this Corporation to provide indemnification): (i) to the same extent as to a director under the Florida Business Corporation Act; and (ii) if he is an officer but not a director, to such further extent as may be provided by the Bylaws, a resolution of the Board of Directors of this corporation or contract except for (A) liability in connection with a proceeding by or in the right of the corporation other than for reasonable expenses incurred in connection with the proceeding or (B) liability arising out of conduct that constitutes (i) receipt by the officer of a financial benefit to which he is not entitled, (ii) an intentional infliction of harm on the corporation or its shareholders, or (iii) an intentional violation of criminal law.

Any amendment, repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of the corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

ARTICLE X. SHAREHOLDER MEETINGS

(A) Regular annual meetings of the shareholders may be held at any place within or without the State of Florida.

(B) Special meetings of the shareholders may be held at any place within or without the State of Florida.

ARTICLE XI. BOARD OF DIRECTOR MEETINGS

(A) Regular meetings of the Board of Directors may be held at any place within or without the State of Florida.

(B) Special meetings of the Board of Directors may be held at any place within or without the State of Florida.

ARTICLE XII. AMENDMENT

Neither the Articles of Incorporation nor the Bylaws shall be amended except upon approval of the holders of sixty percent (60%) of all issued and outstanding capital stock of the corporation.