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Articles of Incorporation

Filed 4-11-66

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State of Florida

Secretary of State

I, Tom Adams, Secretary of State of the State of Florida, Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation

of

ROGER BOUCHARD INSURANCE, INC.

a corporation organized and existing under the Laws of the State of Florida, filed on the 11th day of April *A.D.,* 1966 *as shown by the records of this office.*

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 12th *day of* April *A.D. 19*66.

Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION FOR

CERTIFICATE OF INCORPORATION

OF

ROGER BOUCHARD INSURANCE, INC.

We, the undersigned, do hereby associate ourselves together
r the purpose of forming a corporation for profit under the laws of
e State of Florida, providing for the formation, liability, rights,
ivileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is ROGER BOUCHARD INSURANCE, INC.

ARTICLE II

The general nature of the business to be transacted, conducted and engaged in shall be as follows:

(a) To own, manage and operate a general insurance agency.

(b) To own, acquire, buy, sell, deal in, and lease, hold or improve real estate and fixtures and personal property, and with that end in view to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to subdivide and improve the same, to act as a contractor, builder and developer and generally to hold, manage, deal with, and improve the property of the company; to carry on a general real estate development and construction business and to conduct a brokerage agency and commission business for others in the purchase, sale and management of real estate and negotiations or loans thereon; to act as agent for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, elevator, accident, health, rent, burglary, boiler, marine and life insurance and all other kinds of insurance, the collection of premiums and doing such other business as may be

NAME APPROVED. Date April 11, 19

BROWARD WILLIAMS,
Insurance Commissioner

By [signature]

delegated to agents by such companies, and to conduct a general insurance agency and insurance brokerage agency;

(c) To acquire by purchase, subscription or otherwise and to own, hold, sell, negotiate, assign, deal in, exchange, mortgage, transfer, pledge or otherwise dispose of any shares of the capital stock, scrip, or any voting trust certificate in respect of the shares of the capital stock of, or any bonds, mortgages, securities, or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or the government of the United States of America, or any foreign government, or of any state, territory, municipality, or other political subdivision, or of any governmental agency; and to issue in exchange therefor in the manner permitted by law shares of the capital stock, bonds, or other obligations of the corporation; and while the owner or holder of such shares of stock, bonds, scrips, mortgages or other securities, or other evidences of indebtedness, to use and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(d) To enter into and make and perform, and carry out contracts of any kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or agency thereof;

(e) To borrow money; to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all, or any part, of the property or assets at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(f) To acquire, hold, sell, reissue, or cancel any shares of its own capital stock provided, however, that this corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(g) To purchase or otherwise acquire the whole, or any part of, the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(h) To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer, orotherwise dispose of, trade and deal in, and with goods, wares and merchandise and articles of commerce;

(i) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(j) To apply for, obtain, register, purchase, lease or otherwise acquire any concessions, rights, options, patents, privileges, patent rights and privileges, inventions, improvements and processes, copyrights, trade-marks and trade-names, or any right, option or contract in relation thereto, and to perform, carry out and fulfill the terms and conditions thereof, and to develop, maintain, lease, sell, transfer, dispose of, and otherwise deal with the same;

(k) To conduct all or any part of its operations and business without restriction or limit as to amount in the State of Florida or in any or all other states, territories, districts, colonies, and dependencies of the United States of America, and in any and all foreign countries; and to acquire (by purchase, exchange, lease, hire, or otherwise), own, hold, develop, operate, lease, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, or turn to account, and convey, real and personal property of every kind and nature, and rights and privileges therein, in the State of Florida, and in any or all other states, territories, districts, colonies and dependencies of the United States of America and in any or all foreign countries;

(l) To carry out all, or any part of, the foregoing objects as principal, agent, broker, contractor, or otherwise, either alone or in connection with any firm, association, or corporation, and generally to have all powers necessary, needful or desirable for the full and complete exercise and right to act as principal, agent, broker, purchaser, in any form in the acquisition, disposition, encumbrances, reorganizations, or sale of property, real or personal;

(m) To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation, or any amendment thereof, or necessary or incidental to the provisions and benefits of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation whether such business is similar in nature to the objects set forth in the Certificate of Incorporation of such corporation, or any amendment thereof;

(n) It is the intention that the purposes objects and powers specified in each of the paragraphs of this Article II of this Certificate of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or reference from, the terms of any other clause or paragraph of this Article, or any Article of this Certificate of Incorporation.

ARTICLE III

The authorized capital stock of this corporation shall be one thousand (1,000) shares of common stock of $10.00 par value.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be $500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office of the corporation shall be located at 1118 Cleveland Street, Clearwater, Florida with other offices, agencies and branches at such places as may be determined by the Board of Directors.

ARTICLE VII

The business of the corporation shall be conducted by a President, Vice President, Secretary and Treasurer, and by a Board of Directors of not less than three (3) in number. The office of Secretary and Treasurer may be held by one and the same person.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this corporation and the officers, all of whom shall hold office for the first year or until their successors are chosen, are:

ROGER O. BOUCHARD President	1118 Cleveland Street Clearwater, Florida

RONALD C. CROWN Vice-President	1118 Cleveland Street Clearwater, Florida
JERRY ANN BOUCHARD Secretary-Treasurer	1118 Cleveland Street Clearwater, Florida

ARTICLE IX

The names and post office addresses of each subscriber of the Certificate of Incorporation, and the number of shares which each agrees to take are as follows:

	No. of Shares	Value
ROGER O. BOUCHARD 1118 Cleveland Street Clearwater, Florida	699	$6,990.00
RONALD C. CROWN 1118 Cleveland Street Clearwater, Florida	300	3,000.00
JERRY ANN BOUCHARD 1118 Cleveland Street Clearwater, Florida	1	10.00

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this, the 6th day of April, A. D. 1966.

Signed, sealed and delivered in the presence of:	s/s Roger O. Bouchard (SEAL)
s/s Irene Campbell	s/s Ronald C. Crown (SEAL)
s/s Fern White	s/s Jerry Ann Bouchard (SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS) ss.

Before me, the undersigned authority, personally appeared ROGER O. BOUCHARD, RONALD C. CROWN and JERRY ANN BOUCHARD, each to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and before me, each for himself, severally acknowledged the respective foregoing signature to be their own free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at Clearwater, Florida, this 6th day of April, A. D. 1966.

Irene Campbell
Notary Public, State of Florida at large

My Commission expires:
January 6, 1969

State of Florida

Secretary of State

I, Tom Adams, Secretary of State of the State of Florida, Do Hereby Certify That the following is a true and correct copy of Certificate of Amendment to Certificate of Incorporation of ROGER BOUCHARD INSURANCE, INC., a corporation organized and existing under the Laws of the State of Florida, amending ARTICLE III, filed on the 30th day of January, A. D., 1970, as shown by the records of this office.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this the 9th day of February, A.D. 19 70.

Secretary of State

FILED
JAN 30 4 04 PM '70
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

ROGER BOUCHARD INSURANCE, INC., a Florida corporation, under its corporate seal and the hands of its President, ROGER O. BOUCHARD, and Secretary, JAMES P. HARRISON, hereby certifies that:

I.

The Board of Directors and Stockholders of said corporation at a joint meeting called and held on January 2, 1969, adopted the following Resolution:

"BE IT RESOLVED by the Board of Directors of ROGER BOUCHARD INSURANCE, INC., a Florida corporation, that said Board deems it advisable and hereby declares it to be advisable that Article III of the Certificate of Incorporation be amended, changed and altered so as to read as follows:

"The authorized capital stock of this corporation shall be two thousand (2,000) shares of common stock of $10.00 par value.

"The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

"BE IT FURTHER RESOLVED that the effective date of this amendment shall be as of January 1, 1969."

II.

Said amendment of the Certificate of Incorporation was duly adopted by the unanimous vote of all the stockholders at said joint meeting held on January 2, 1969.

IN WITNESS WHEREOF said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this the 27th day of January, A. D. 1970.

(Corporate Seal)

ROGER BOUCHARD INSURANCE, INC.

By: /s/ ROGER O. BOUCHARD
President

Attest:
/s/ JAMES P. HARRISON

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

On this day personally appeared before me, the undersigned officer, duly authorized by the laws of the State of Florida to take acknowledgments of deeds, ROGER O. BOUCHARD, President of ROGER BOUCHARD INSURANCE, INC., a Florida corporation, and acknowledged that he executed the above and foregoing Certificate of Amendment as such officer for and on behalf of said corporation after having been duly authorized so to do.

WITNESS my hand and official seal at Clearwater, Pinellas County, Florida, on this the 27th day of January, A. D. 1970.

/s/ ADELAIDE S. OLMSTEAD
Notary Public, State of Florida at Large

My Commission expires: June 9, 1972. (Notary Seal)