

Division of Corporations

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502960

Florida Department of State
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BANKERS INSURANCE GROUP, INC.

502960

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments(s) to its Articles of Incorporation:

Article III of the Articles of Incorporation is hereby deleted in its entirety and the following is substituted in lieu thereof:

**"ARTICLE III
Capital Stock**

The total number of shares of all classes of capital stock that this corporation (the "Corporation") shall have the authority to issue is Two Million Five Hundred Thousand (2,500,000) common shares, par value \$0.01 per share, of which (i) Two Million Three Hundred and Seventy Five Thousand shares shall be classified as Class A Common Shares ("Class A Common Stock"), and (ii) One Hundred and Twenty Five Thousand (125,000) shares shall be classified as Class B Common Shares ("Class B Common Shares"). The Class A Common Shares and the Class B Common Shares are referred to collectively as the "Common Shares."

1. Voting Rights.

(a) **Class A Common Shares.** The holders of Class A Common Shares shall be entitled to one vote for each Class A Common Share owned by them on all matters submitted to a vote of this Corporation's shareholders, whether such vote is taken at a meeting of this Corporation's shareholders, or by written consent in lieu of a meeting.

(b) **Class B Common Shares.** The holders of Class B Common Shares shall not be entitled to vote on any matters to be voted on by this Corporation's shareholders, except to the extent otherwise required by the Florida Business Corporation Act ("FBCA").

(c) **No Cumulative Voting.** There shall be no cumulative voting for directors of this Corporation or otherwise by holders of the Common Shares.

2. Dividends and Other Distributions.

Holders of the Common Shares, as a single class, shall have equal ratable rights to receive dividends when, as and if declared by the board of directors of

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this Corporation ("Board of Directors"), out of funds legally available therefor. In the event of a dissolution, liquidation, or winding-up of the affairs of this Corporation, whether voluntary or involuntary, holders of Common Shares, as a single class, will be entitled to share ratably in all net assets or funds that are available for distribution to shareholders of this Corporation after satisfaction of this Corporation's liabilities.

3. No Pre-Emptive Rights. No holder of Common Shares shall have any pre-emptive or similar rights by virtue of such holder's ownership of Common Shares.

Manner of Adoption

These Articles of Amendment were adopted on the 3rd day of January, 2013.

Pursuant to the provision of 607.0821 of the FBCA, effective January 3, 2013, the Board of Directors duly approved and adopted the Amendment through an action taken by unanimous written consent and recommended that the shareholders of the Corporation approve the Amendment. Pursuant to the provisions of Section 607.0704 of the FBCA, effective January 3, 2013, the Amendment was duly approved and adopted in an action taken by unanimous written consent of the shareholders of the Corporation.

Accordingly, the Amendment has been approved and authorized by all appropriate actions under the FBCA.

IN WITNESS WHEREOF, Bankers Insurance Group, Inc. has caused these Articles of Amendment to be signed by Secretary, on this 3rd day of January, 2013.

BANKERS INSURANCE GROUP, INC.

By: 
Richard G. Torra, Secretary

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