

708000003791



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01/06/17--01027--009 **35.00

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(Address)

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(Business Entity Name)

(Document Number)

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OF MASSACHUSETTS

1-11-17

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: First Niagara Risk Management, Inc.
Name of Corporation

DOCUMENT NUMBER: F08000003791

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maryann Maddox
Name of Contact Person

ILSA, Inc.
Firm/Company

P.O. Box 390
Address

Groesbeck, TX 76642
City/State and Zip Code

mmaddox@ilsainc.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maryann Maddox at (254) 729-8002
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F08000003791

(Document number of corporation (if known))

1. First Niagara Risk Management, Inc
(Name of corporation as it appears on the records of the Department of State)
2. New York 3. 8/28/2008
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/3/2016
5. Key Insurance & Benefits Services, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kirk Jensen

President

(Typed or printed name of person signing)

(Title of person signing)

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TALLAHASSEE, FLORIDA

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on November 4, 2016.

A handwritten signature in black ink, appearing to read "B. Fitzgerald", is written over a horizontal line.

Brendan W. Fitzgerald
Executive Deputy Secretary of State

CSC 45
DRAW DOWN

161103000742



Division of Corporations,
State Records and
Uniform Commercial Code

New York State
Department of State
DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

First Niagara Risk Management, Inc.

(Insert the Current Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

FIRST: The current name of the corporation is:
First Niagara Risk Management, Inc.

If the name of the corporation has been previously changed, the name under which it was originally formed is:
Hollis Boss Agency, Inc.

SECOND: The date of filing of the certificate of incorporation with the Department of State is:
February 2, 1968

THIRD: The amendment effected by this certificate of amendment is as follows:

The subject matter and full text of each amended paragraph must be stated.

FOR EXAMPLE, a certificate of amendment changing the name of the corporation would read as follows:

Paragraph **FIRST** of the Certificate of Incorporation relating to the name of the corporation is amended to read in its entirety as follows:

FIRST: The name of the corporation is (...new name...).

Paragraph **"First"** of the Certificate of Incorporation relating to the name of the corporation

is amended to read in its entirety as follows:

"FIRST: The corporation's name is Key Insurance & Benefits Services, Inc."

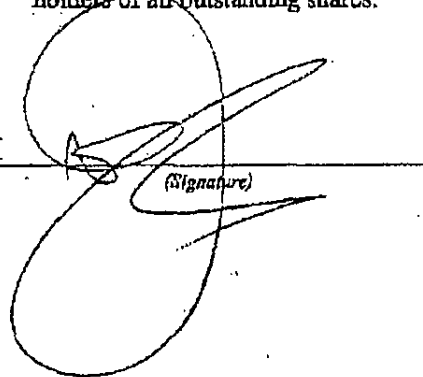
Paragraph _____ of the Certificate of Incorporation relating to

is amended to read in its entirety as follows:

FOURTH: The certificate of amendment was authorized by: *(Check the appropriate box)*

- The vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.
- The vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.

X



(Signature)

Kirk Jensen

(Name of Signer)

President

(Title of Signer)



NEW YORK STATE
DEPARTMENT *of*
FINANCIAL SERVICES

Andrew M. Cuomo
Governor

Maria T. Vullo
Superintendent

FIRST NIAGARA RISK MANAGEMENT, INC.
ATTN: LORI M FREDRIKSEN
726 EXCHANGE STREET, SUITE 900
BUFFALO NY 14210

October 31, 2016

THE NAME KEY INSURANCE & BENEFITS SERVICES, INC. HAS BEEN APPROVED AS A CHANGE FROM FIRST NIAGARA RISK MANAGEMENT, INC. AND WILL BE RESERVED FOR A PERIOD OF SIX MONTHS DURING WHICH TIME A LICENSE MUST BE ISSUED IN THE NEW NAME. SINCE THIS IS A CHANGE TO A CURRENTLY LICENSED NAME, NEITHER AN APPLICATION NOR A FEE IS REQUIRED.

BEFORE WE CAN ISSUE A LICENSE IN THE NEW NAME WE NEED THE RETURN OF THE LICENSE ISSUED IN THE PREVIOUS NAME. WE REQUIRE A COPY OF THE NEW YORK STATE DEPARTMENT OF STATE FILING RECEIPT SHOWING THAT THE NAME HAS BEEN AMENDED. YOU MAY CONTACT THAT DEPARTMENT BY CALLING 518-473-2492 OR BY WRITING THEM AT NYS DEPARTMENT OF STATE, DIVISION OF CORPORATIONS, ONE COMMERCE PLAZA, 99 WASHINGTON AVENUE, ALBANY, NY 12231-0001.



Very truly yours,

LICENSING BUREAU
TEL. (518) 474-6630

GSC 45
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742

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

First Niagara Risk Management, Inc.

(Insert Current Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

Filer's Name Adam Larkins

Address 127 Public Square, OH-01-27-0200

City, State and Zip Code Cleveland, Ohio 44114

NOTES: Q-1 Red 354609AIC

1. The name of the corporation and its date of incorporation provided on this certificate must exactly match the records of the Department of State. This information should be verified on the Department of State's website at www.dos.ny.gov.
2. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores.
3. The Department of State recommends that all documents be prepared under the guidance of an attorney.
4. The certificate must be submitted with a \$60 filing fee.

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2016 NOV -3 PM 12:09

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 03 2016
TAXS _____
BY: LSO

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State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of KEY INSURANCE & BENEFITS SERVICES, INC. was filed on 02/02/1968, under the name of HOLLIS BOSS AGENCY, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment HOLLIS BOSS AGENCY, INC., changing its name to WARREN-HOFFMAN & ASSOCIATES, INC., was filed 01/08/1999.

A Certificate of Amendment WARREN-HOFFMAN & ASSOCIATES, INC., changing its name to FIRST NIAGARA RISK MANAGEMENT, INC., was filed 11/06/2002.

A Certificate of Amendment FIRST NIAGARA RISK MANAGEMENT, INC., changing its name to KEY INSURANCE & BENEFITS SERVICES, INC., was filed 11/03/2016.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 21st day of December two
thousand and sixteen.*

A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan W. Fitzgerald
Executive Deputy Secretary of State