

L15000212296

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

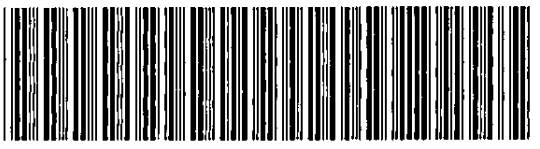
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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15 DEC 28 AM 11:35
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DEC 29 2015

T SCHROEDER

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

ACCOUNT NO. : I20000000195

REFERENCE : 933780 1299A

AUTHORIZATION :



COST LIMIT : \$180.00

ORDER DATE : December 28, 2015

ORDER TIME : 2:37 PM

ORDER NO. : 933780-015

CUSTOMER NO: 1299A

DOMESTIC FILING

NAME: BROWN INVESTMENT OF NORTHWEST,
LLC

EFFECTIVE DATE:

_____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP
XX _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: _____

Articles of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

The Articles of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity" into a Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of the Articles of Conversion is:
BROWN INVESTMENT CORPORATION, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation

(Enter entity type. Example: corporation, limited partnership,
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida (doc. #J97209)

(Enter state, or if a non-U.S. entity, the name of the country)

on October 9, 1987
(date of organization, formation or incorporation)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

BROWN INVESTMENT OF NORTHWEST FLORIDA, LLC

(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: December 31, 2015

(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. The plan of conversion has been approved in accordance with all applicable statutes.

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Signed this 28th day of December 2015.

Signature of Authorized Representative of Limited Liability Company:

Signature of Authorized Representative: W. Ted Brown
Printed Name: W. Ted Brown Title: President of Brown & Brown Holding Company,
Sole Member of Brown Investment of Northwest Florida, LLC

Signature(s) on behalf of Other Business Entity: [See below for required signature(s)]

Signature: W. Ted Brown
Printed Name: W. Ted Brown Title: President of Brown Investment Corporation, Inc.

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

**ARTICLES OF ORGANIZATION
OF
BROWN INVESTMENT OF NORTHWEST FLORIDA, LLC**

The undersigned, Brown & Brown Holding Company, a Florida corporation authorized to contract, hereby presents these Articles of Organization as the Articles of Organization of Brown Investment of Northwest Florida, LLC, a limited liability company formed under the provisions of Chapter 605, *Florida Statutes*.

ARTICLE I - NAME

The name of the limited liability company is Brown Investment of Northwest Florida, LLC. This limited liability company is referred to in these Articles of Organization as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the Company's initial principal office is 1700 Osceola Boulevard, Pensacola, Florida 32503. The Company's principal office may hereafter be at such other place or places as its members from time to time may determine.

ARTICLE III - PURPOSE AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized and shall have all powers and rights which a limited liability company may exercise pursuant to Chapter 605, *Florida Statutes*.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The date for commencement of the Company's existence shall be December 31, 2015. The Company shall have a perpetual existence unless the Company is terminated as provided in its Operating Agreement.

ARTICLE V - REGISTERED OFFICE AND AGENT

The registered office of the Company is 1700 Osceola Boulevard, Pensacola, Florida 32503, and the name of the registered agent at that address is W. Ted Brown.

ARTICLE VI - MANAGEMENT

The Company shall be managed by its members in accordance with the terms of the Operating Agreement of the Company. The name and address of the initial member are as follows:

Brown & Brown Holding Company
1700 Osceola Boulevard
Pensacola, FL 32503

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STATE OF FLORIDA

IN WITNESS WHEREOF, the undersigned sole member of the Company has executed these Articles of Organization on the date set forth below.

BROWN & BROWN HOLDING COMPANY,
a Florida corporation

By: W. Ted Brown
W. Ted Brown, President

Date: December 28, 2015

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Brown Investment of Northwest Florida, LLC. I am familiar with and accept the duties and obligations of such designation.

W. Ted Brown
W. TED BROWN

Date: December 28, 2015

A2144928.DOC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA