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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

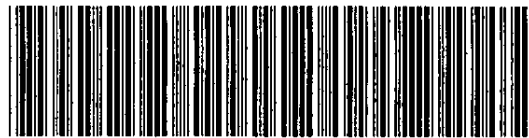
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08 AUG 29 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. HAMPTON
SEP - 2 2008
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Lockton Financial Advisors, LLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dianna L. Wood
(Name of Person)

Bryan Cave LLP
(Firm/Company)

3500 One Kansas City Place, 1200 Main Street
(Address)

Kansas City, MO 64105
(City/State and Zip Code)

For further information concerning this matter, please call:

Dianna L. Wood at (816) 374-3292
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy



Dianna L. Wood
Legal Assistant
Direct: 816-374-3292
Fax: 816-855-3292
dlwood@bryancave.com

August 25, 2008

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Lockton Financial Advisors, LLC

Ladies and Gentlemen:

Enclosed are the following documents for filing in your office to evidence the change from a member managed LLC to a manager managed LLC for the above referenced LLC:

1. Application by Foreign LLC to file Amendment to Application for Authorization
2. Certified copy of Amendment
3. Filing fee of \$55.00

Please return the filed amendment to the undersigned in the enclosed envelope.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Dianna L. Wood". The signature is fluid and cursive, with the first name "Dianna" being more prominent than the last name "Wood".

Dianna L. Wood
Legal Assistant

Enclosures

Bryan Cave LLP

One Kansas City Place
1200 Main Street
Suite 3500
Kansas City, MO 64105-2100
Tel (816) 374-3200
Fax (816) 374-3300
www.bryancave.com

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A GOVERNMENT RELATIONS AND
POLITICAL AFFAIRS SUBSIDIARY

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Washington, DC
St. Louis

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Lockton Financial Advisors, LLC
2. Jurisdiction of its organization: California
3. Date authorized to do business in Florida: February 6, 2008

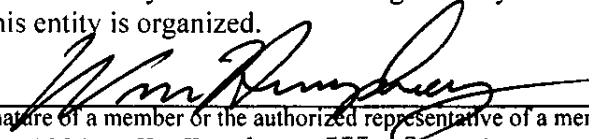
SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? n/a
5. New name of the limited liability company: n/a
(must end with "Limited Liability Company," "L.L.C." or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:
n/a
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
n/a
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: The name and address of the manager are: Lockton Management, LLC
444 West 47th Street, Suite 900, Kansas City, MO 64112

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records-in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member
William W. Humphrey III, Secretary

Lockton Management, LLC, Manager

Typed or printed name of signee
By: Lockton Insurance Agency, Inc.

Filing Fee: \$25.00

FILED
08 AUG 29 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 07 2008

Debra Bowen

DEBRA BOWEN
Secretary of State



State of California
Secretary of State

LIMITED LIABILITY COMPANY
CERTIFICATE OF AMENDMENT


A \$30.00 filing fee must accompany this form.

IMPORTANT – Read instructions before completing this form.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

AUG 04 2008

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER 200512310183	2. NAME OF LIMITED LIABILITY COMPANY Lockton Financial Advisors, LLC
3. COMPLETE ONLY THE SECTIONS WHERE INFORMATION IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED IF NECESSARY. A. LIMITED LIABILITY COMPANY NAME (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO." OR THE ABBREVIATIONS "LLC" OR "L.L.C.") B. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONE): <input checked="" type="checkbox"/> ONE MANAGER <input type="checkbox"/> MORE THAN ONE MANAGER <input type="checkbox"/> ALL LIMITED LIABILITY COMPANY MEMBER(S) C. AMENDMENT TO TEXT OF THE ARTICLES OF ORGANIZATION: D. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE A CHANGE IN THE LATEST DATE ON WHICH THE LIMITED LIABILITY COMPANY IS TO DISSOLVE OR ANY CHANGE IN THE EVENTS THAT WILL CAUSE THE DISSOLUTION.	
4. FUTURE EFFECTIVE DATE, IF ANY: MONTH DAY YEAR	
5. NUMBER OF PAGES ATTACHED, IF ANY:	
6. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.  <u>July 21, 2008</u> SIGNATURE OF AUTHORIZED PERSON William W. Humphrey III, Secretary DATE Lockton Management, LLC by: Lockton Insurance Agency, Inc., Member TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	
7. RETURN TO: NAME [Dianna L. Wood] FIRM [Bryan Cave LLP] ADDRESS [3500 One Kansas City Place, 1200 Main Street] CITY/STATE [Kansas City, MO 64105] ZIP CODE []	

