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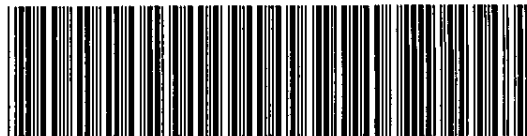
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Lexington National Insurance Corporation
DOCUMENT NUMBER: P15000002352

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Vicki Brinkley
Name of Contact Person
Colodny Fass, P.A.
Firm/Company
215 S. Monroe, Suite 701
Address
Tallahassee, Florida 32301
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Vicki Brinkley at (850) 577-0398
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

APPROVED

JUN 03 2016

ARTICLES OF AMENDMENT

Docketed by: Alyssa Fathree

TO

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

LEXINGTON NATIONAL INSURANCE CORPORATION

P15000002352

Pursuant to the Unanimous Written Consent of the Board of Directors and of the Shareholders of Lexington National Insurance Corporation, a Florida corporation (the "Company"), the Company hereby adopts these Articles of Amendment to its Amended and Restated Articles of Incorporation (the "Articles") filed on January 9, 2015.

These Articles of Amendment were adopted by resolution of the Board of Directors and of the Shareholders of the Company on the 17th day of April, 2016. The Board and the Shareholders voted unanimously to amend Article 5 of the Articles which currently reads:

ARTICLE 5

CAPITAL STOCK

The Company shall be authorized to issue Three Hundred Thousand (300,000) shares, divided into One Hundred Thousand (100,000) shares of Class A Common Stock with a par value of Sixteen Dollars and 67/100 Cents (\$16.67) per share, and Two Hundred Thousand (200,000) shares of Class B Common Stock with a par value of Sixteen Dollars and 67/100 Cents (\$16.67) per share; the aggregate par value of all authorized shares being \$5,001,000, with \$1,667,000 attributable to Class A Common Stock and \$3,334,000 being attributable to Class B Common Stock.

Article 5 is amended to read:

ARTICLE 5

CAPITAL STOCK

5.1 Authorized Shares. The Company shall be authorized to issue Three Hundred Thousand (300,000) shares, divided into One Hundred Thousand (100,000) shares of Class A Common Stock with a par value of Sixteen Dollars and 67/100 Cents (\$16.67) per share, and Two Hundred Thousand (200,000) shares of Class B Common Stock with a par value of Sixteen Dollars and 67/100 Cents (\$16.67) per share; the

aggregate par value of all authorized shares being \$5,001,000, with \$1,667,000 attributable to Class A Common Stock and \$3,334,000 being attributable to Class B Common Stock.

5.2 Shareholder Rights.

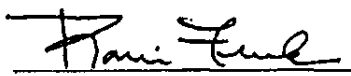
- a. Identical Rights. With the exception of voting rights, as described in paragraph (b) of this Section 5.2, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.
- b. Voting Rights. Except as otherwise required by law or otherwise provided herein, on all matters submitted to the Corporation's stockholders generally, the holders of Class A Common Stock shall be entitled to one vote per share and the holders of Class B Common Stock shall have no voting privileges.
- c. Dividends. When and as dividends or other distributions are declared, whether payable in cash, in property, or in securities of the Corporation, the holders of shares of Common Stock, whether Class A or Class B, shall be entitled to share equally, share for share, in such dividends or other distributions, provided that if dividends or other distributions are declared which are payable in shares of Common Stock, such dividends or other distributions shall be declared payable in the same Class of Common Stock in which the holder of shares was situated at the time the dividend or other distribution was declared.
- d. Conversion. The holders of a Class of Common Stock shall not have any rights to convert such shares into shares of any other Class of Common Stock of the Corporation.
- e. Redemption. Holders of Common Stock have no redemption or preemptive rights and are not liable for capital calls or assessments, but may be subject to redemption under the terms of separate agreements.
- f. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, subject to the prior payment in full of all liabilities of the Corporation, the holders of shares of Common Stock, whether Class A or Class B, shall be entitled to share, equally and ratably, in all remaining assets after payment of such liabilities. Neither the sale of all or substantially all of the property of the Corporation, nor the merger or consolidation of the Corporation into or with any other corporation, or the merger or consolidation of any other corporation into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the

purposes of this paragraph (f).

This amendment was adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

This amendment shall become effective on the date filed with the Secretary of State.

Dated: 4-22-16

Signature 
Ronald A. Frank
President

2193448

**AMENDED AND RESTATED BYLAWS
OF
LEXINGTON NATIONAL INSURANCE CORPORATION**
Effective April 19, 2016

**ARTICLE I
OFFICES**

1. **Registered Office and Agent.** The registered office of the Corporation in the State of Florida is at Division of Insurer Services, Service of Process Section, 200 East Gaines Street, Tallahassee, Florida 32314. The Registered Agent of the Corporation at such office is Chief Financial Officer of the State of Florida.
2. **Principal Place of Business.** The principal place of business of the Corporation is 3907 Winding Lake Circle, Orlando, FL 32835 or such other place as may be determined by the Board of Directors or shareholders from time to time.
3. **Other Places of Business.** Branch or subordinate places of business or offices may be established at any time by the Board at any place or places where the Corporation is qualified to do business.

**ARTICLE II
SHAREHOLDERS**

1. **Annual Meeting.** The Annual Meeting of Shareholders shall be held upon not less than ten (10) nor more than sixty (60) days' written notice of the time, place, and purposes of the meeting at 10 a.m. on the 30th day of April of each year at the principal office of the Corporation or at such other time and place as shall be specified in the notice or in the minutes of meeting in order to elect Directors and transact such other business as shall come before the meeting. If that date is a legal holiday, the meeting shall be held at the same hour on the next succeeding business day.
2. **Special Meetings.** A Special Meeting of Shareholders may be called for any purposes by the shareholders or the Board, or when requested in writing by the holders of not less than ten percent (10%) of all of the issued and outstanding shares of the capital stock of the Corporation entitled to vote at a meeting. A Special Meeting shall be held upon not less than ten (10) nor more than sixty (60) days' written notice of the date, time, place and purpose of the meeting.
3. **Notice.** Written notice stating the date, time and place of the meeting of shareholders (whether annual or special) and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each shareholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the meeting. The written notice shall be delivered personally, by facsimile, by any other form of electronic communication, or by first class mail. If the notice is mailed at least thirty (30) days before the date of the meeting, it may

be done by a class of United States Mail other than first class. If mailed, such written notice shall be deemed to be delivered when deposited in the United States Mail, with postage prepaid, and addressed to the shareholder at his or her address as it appears on the stock transfer books of the Corporation.

4. Waiver of Notice. Whenever any notice is required to be given to any shareholder of the Corporation under the provisions of these Bylaws, under the provisions of the Articles of Incorporation, or under the laws of the State of Florida, a written waiver of such notice signed by the person or persons entitled to such notice, whether such waiver of notice is signed before or after the time of the meeting, and delivered to the Corporation shall be equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of shareholders need be specified in any written waiver of notice. A shareholder's attendance at a meeting (i) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, or (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

5. Notice of Adjourned Meetings. When a meeting is adjourned to another date, time or place, it shall not be necessary to give any notice of the adjourned meeting if the new date, time or place to which the meeting is adjourned is announced at the meeting before adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given, as provided in these Bylaws, to each shareholder of record on the new record date who is entitled to vote at that meeting.

6. Fixing Record Dates. The Board of Directors may fix in advance a date as the record date for any determination of shareholders, such date in any case to be not less than ten (10) nor more than sixty (60) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of, or to vote at, a meeting of shareholders, the date on which notice of the meeting is mailed shall be the record date for such determination of shareholders.

7. Shareholder Quorum and Voting. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is established at the outset of any meeting, the affirmative vote of the majority of the shares represented and entitled to vote on the subject matter at the meeting shall be the act of the shareholders, unless otherwise provided in the Articles of Incorporation or the applicable Florida Statutes. After a quorum has been established at any meeting of shareholders, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment of the meeting.

8. Voting of Shares. Each outstanding share of Class A Common Stock of the Corporation shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shares of Class B Common Stock do not have voting rights.

9. Proxies. Every shareholder entitled to a vote at any meeting of shareholders or to express consent or dissent without a meeting, or any shareholder's duly authorized attorney in fact, may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the shareholder or his attorney in fact and shall be revocable at the pleasure of the shareholder or attorney in fact executing it, except as otherwise provided by law. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise specifically provided in the proxy. All proxies may only be used in accordance with the provisions of, and subject to the limitations in, §628.152, Florida Statutes.

10. Action of Shareholders without a Meeting. Any action required to be taken or which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice and without a vote if consent in writing, setting forth the action so taken, shall be dated and signed by the holders of outstanding shares of stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on such action were present and voted. If any class of shares is entitled to vote on such action as a class, such written consent shall be required of the holders of a majority of the shares of each such class of shares entitled to vote as a class and of the total shares entitled to vote on such action.

ARTICLE III BOARD OF DIRECTORS

1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation and in the laws of Florida.

2. Number, Term of Office, Membership and Designation of Directors. The Board of Directors of the Corporation shall consist at any time of not less than five (5) members. The number of Directors may be increased or decreased by the Board of Directors at any regular meeting or any special meeting called for that purpose, but shall never be less than the minimum number required by the applicable provisions of the Florida Business Corporation Act and the Florida Insurance Code. Each Director shall be elected by the Shareholders at each Annual Meeting and shall hold office until the next Annual Meeting of Shareholders and until the Director's successor shall have been elected and qualified.

3. Quorum.

(i) A quorum at meetings of the Board shall be constituted by the presence, or by telephone or proxy participation, of a majority of the Directors.

(ii) In the event that a quorum is not present at or participating in a meeting of the Board ("Original Meeting"), those Directors present or participating by telephone may adjourn the meeting to a specified place at a specified time on a specified business day not less than three (3) Business days and not more than fifteen (15) business days later (the "Adjourned Meeting"). The Directors present or participating by telephone at the Original Meeting shall give notice of the Adjourned Meeting to the other Directors by facsimile or other means of electronic communication in accordance with this Agreement, as soon as practicable and in any event not more than three (3) business days after the adjournment. Only matters scheduled to be acted upon at the Original Meeting may be acted upon at the Adjourned Meeting. For greater certainty, a quorum at such Adjourned Meeting shall be constituted by those Directors present thereat or participating by telephone therein and need not be as prescribed in Section 3(i).

4. Compensation. By resolution of the Board of Directors, any Director may be paid his or her expenses, if any, for attendance at any meeting of the Board of Directors, and may be paid such compensation for the performance of his or her duties as a Director as the Board of Directors shall determine, either in the form of an annual salary, a fee for attendance at each meeting or such other form of compensation as the Board of Directors shall deem appropriate. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation for such service.

5. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by the affirmative vote of the remaining Directors or Director, though less than a quorum of the Board of Directors, or by the Shareholders. Any Director elected by the members of the Board of Directors to fill a vacancy shall hold office only until the next Shareholders' meeting at which Directors are elected.

6. Removal of Directors. At any meeting of shareholders called expressly for the purpose of removing one or more Directors, any Director or the entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares of the stock of the Corporation then entitled to vote at an election of Directors.

7. Annual Meeting. An annual meeting of the Board of Directors shall be held at the principal office of the Corporation, or at the same location or approximately the same location as the annual meeting of shareholders, on the same day and immediately after the adjournment of the annual meeting of shareholders or at another location determined by the Chief Executive Officer. No notice shall be required with respect to such annual meeting.

8. Special Meetings-Notice. Special meetings of the Board of Directors may be called by the Chief Executive Officer, or by a majority of the Directors and shall be held at the principal office of the Corporation or at another location determined by the Chief Executive Officer. Written notice of the time of any special meetings shall be given to each Director either by personal delivery, facsimile or any other form of electronic communication at least two (2) days prior to the meeting, or by written notice sent by first class mail to the Director and mailed at least five (5) days before the meeting.

9. Waiver of Notice. Notice of any meeting of the Board of Directors shall be deemed to have been validly given to any Director who signs a waiver of notice of such meeting, whether such waiver of notice is signed before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which the meeting has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

10. Action without a Meeting. Any action required to be taken or which may be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken and signed by all Directors, is filed in the minutes of the proceedings of the Board of Directors. Such consent shall have the same effect as a unanimous vote if filed in the minute book of the Corporation, and shall be effective the date the last Director signs the consent, unless the consent specifies a different effective date.

11. Meetings by Telephone. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

12. Committees. The Board of Directors, by resolution adopted by the majority of the full Board of Directors, may appoint from among its members an Executive Committee, which shall have and may exercise all of the authority of the Board of Directors to the full extent allowed by law and except as limited by law or by the resolution appointing the Committee; such Committee to consist of at least two (2) or more members of the Board. A majority of the members of the Executive Committee shall be necessary to constitute a quorum to transact business. The Board of Directors also may appoint such other Committees, including, without limitation, an audit Committee, as it shall consider necessary and appropriate and with such duties and powers as the Board of Directors shall from time to time designate or authorize.

The Executive Committee or any other Committee shall keep regular minutes of its proceedings and the same shall be recorded in the minute book of the Corporation. The Secretary or an assistant Secretary of the Corporation may act as the Secretary for the Committee, if the Committee so requests.

ARTICLE IV OFFICERS

1. General. The Officers of the Corporation shall consist of a Chief Executive Officer, a President, a Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors at its organizational meeting and at each annual meeting of the Board of Directors thereafter. Any two or more offices may be held by the same individual. Such elected Officers shall serve until their successors are elected and qualified or until a written resignation is provided to the Corporation. Such other Officers and assistant Officers and Agents as may be deemed necessary for the conduct of the business of the Corporation may be elected or appointed by the Board of

Directors from time to time. Compensation of the Officers of the Corporation shall be determined from time to time by the Board of Directors.

2. Chief Executive Officer. The Chief Executive Officer of the Corporation shall exercise general supervision and control over all of the business and affairs of the Corporation as directed by the Board of Directors, and shall preside at the meetings of the Board of Directors and the shareholders, so that all resolutions and orders of the Board of Directors are carried into effect and supervise and direct all other Officers of the Corporation in accordance with the directions of the Board of Directors.

3. President. The President of the Corporation shall (i) have general and active management of the business and affairs of the Corporation subject to the direction of the Chief Executive Officer and the Board of Directors, (ii) have general superintendence and direction over all other Officers of the Corporation, except the Chief Executive Officer and the Chief Financial Officer and his staff, and the Agents and employees of the Corporation to see that their respective duties are properly performed, (iii) operate and conduct the business and affairs of the Corporation according to the orders and resolutions of the Board of Directors or according to his or her own discretion when not expressly limited by such orders and resolutions or these Bylaws, (iv) submit a report of the operations of the Corporation to the Board of Directors at each regular meeting and to the shareholders at each annual meeting, (v) from time to time report to the Board of Directors on matters within his or her knowledge that should be brought to their attention, (vi) countersign stock certificates and (vii) perform such other duties and have such other powers and authority as may be set forth elsewhere in these Bylaws or as may be prescribed by the Board of Directors from time to time.

4. Vice Presidents. The Board of Directors from time to time may appoint one or more Vice Presidents of the Company. Each of the one or more Vice Presidents of the Company shall assist the Chief Executive Officer and the President in the performance of their official duties and shall have such other powers and perform such other duties as may be prescribed for those respective offices, from time to time, by the Board of Directors or by these By-laws. Any Vice President shall also perform the functions and duties of the President at any time the President is unable to perform his or her functions and duties.

5. Secretary. The Secretary shall have custody of, and shall maintain, all corporate records except the financial records. The Secretary shall record the minutes of all meetings of the shareholders and Board of Directors and shall send all notices of such meetings to the parties entitled thereto pursuant to the requirements of these Bylaws and those established by law, unless such responsibility for the sending of such notices is specifically assumed by the Chief Executive Officer or the President of the Corporation or otherwise specifically delegated by the Board of Directors. The Secretary shall maintain a record of the names and addresses of all shareholders of the Corporation and shall act as transfer Agent for the Corporation unless the Board of Directors shall specifically designate another individual to serve in such capacity.

6. Treasurer and Chief Financial Officer. The Treasurer and Chief Financial Officer Board of Directors may be removed by said Board by a majority vote of the shareholders, shall have custody and responsibility for all corporate funds and financial records of the

Corporation and shall keep full and accurate accounts of receipts and disbursements, and shall (i) have superintendence and direction over the Agents and employees of the Corporation assigned to the Treasurer and Chief Financial Officer, to see that their respective duties are properly performed, (ii) to operate and conduct the business and affairs of the Corporation according to the orders and resolutions of the Board of Directors or according to his or her own discretion when not expressly limited by such orders and resolutions and these Bylaws, (iii) submit a report of the operations of the Corporation to the Board of Directors at each regular meeting and to the shareholders at each annual meeting, (iv) from time to time report to the Board of Directors on matters within his or her knowledge that should be brought to their attention, (v) counter-sign stock certificates and (vi) perform such other duties and have such other powers and authority as may be set forth elsewhere in these Bylaws or as may be prescribed by the Board of Directors from time to time.

7. Assistant Officers. The Board of Directors from time to time may appoint an Assistant Secretary or an Assistant Treasurer for the Corporation. The Assistant Secretary may perform duties of the Secretary necessary or convenient for the conduct of the business of the Corporation. The Assistant Treasurer may perform duties of the Treasurer necessary or convenient for the conduct of the business of the Corporation.

8. Removal and Resignation. Any Officer or Agent elected or appointed by the Board of Directors may be removed by said Board by a majority vote of the shareholders, whenever, in their judgment, the best interests of the Corporation will be served thereby. Removal of any Officer shall be without prejudice to the contract rights, if any, of the person so removed, but the election or appointment of an Officer or Agent shall not of itself be deemed to create contract rights. Officers shall be entitled to resign subject to applicable law, regulation and existing obligations. Removal and resignation shall be without prejudice and subject to contract rights, if any.

9. Vacancies. Any vacancy, however occurring, in any office of the Corporation may be filled by action of the Board of Directors, or by a majority vote of the shareholders of the Corporation.

10. Salaries and Compensation. Salaries and compensation of all Officers of the Corporation shall be fixed, increased or decreased by the Board of Directors, but this power, except the salaries or compensation of the Chief Executive Officer and the President, may, unless prohibited by law, be delegated by the Board to the Executive Committee of the Board, Chief Executive Officer, the President, or a Committee. Salaries and compensation of all other appointed Officers and Agents, and employees of the Corporation may be fixed, increased, decreased by the Board of Directors, but until such action is taken, the same may be fixed by the President and the Chief Financial Officer as a Committee, or by such Officer or Officers as may be expressly empowered by the Board of Directors to do so.

ARTICLE V
INDEMNIFICATION

1. Action Other Than by or in the Right of the Corporation. The Corporation shall indemnify any Director or Officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding or investigation, whether civil, criminal or administrative, and any appeal therein and any inquiry or investigation which could lead to such action, suit or proceeding, whether external or internal to the Corporation, (other than a proceeding brought by or in the right of the Corporation) by reason of the fact that he is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another Corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to hereafter as an "Agent"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

2. Action by or in the Right of the Corporation. The Corporation shall indemnify any Director or Officer who was or is a party or is threatened to be made a party to any threatened, pending or completed judicial action or suit brought by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was an Agent (as defined above) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of his duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

3. Determination of Right of Indemnification. Any indemnification under Sections 1 or 2 (unless ordered by a Court) shall be made by the Corporation unless a determination is reasonably and promptly made (i) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the shareholders, that such person acted in bad faith and in a manner that such person did not believe to be in the best interests of the Corporation, or, with respect to any criminal proceeding, that such person believed or had reasonable cause to believe that his conduct was unlawful.

4. Indemnification Against Expenses of Successful Party. Notwithstanding the other provisions of this Article, to the extent that an Agent has been successful on the merits or otherwise, including the dismissal of an action without prejudice or the settlement of an action without admission of liability, in defense of any proceeding or in defense of any claim, issue or matter therein, such Agent shall be indemnified against all expenses incurred in connection therewith.

5. Advances of Expenses. Except as limited by this Article, expenses incurred in any action, suit, proceeding or investigation shall be paid by the Corporation in advance of the final disposition of such matter, if the Agent shall undertake to repay such amount in the event that it is ultimately determined, as provided herein, that such person is not entitled to indemnification. In addition to the foregoing, the Corporation shall pay or reimburse expenses incurred by an Agent in connection with the Agent's appearance as a witness in a proceeding at a time when the Agent has not been made a party to the proceeding. Notwithstanding the foregoing, no advance shall be made by the Corporation if a determination is reasonably and promptly made by the Board of Directors, or a Committee thereof, acting by a majority vote of a quorum consisting of Directors who were not parties to or otherwise involved in the proceeding; or (if such a quorum is not obtainable or, even if obtainable and such quorum of the Board of Directors or Committee by a majority vote of the disinterested Directors so directs) by independent legal counsel in a written opinion, that, based upon the facts known to the Board or counsel at the time such determination is made, such person acted in bad faith and in a manner that such person did not believe to be in the best interests of the Corporation, or, with respect to any criminal proceeding, that such person believed or had reasonable cause to believe his conduct was unlawful. In no event shall any advance be made in instances where the Board or independent legal counsel reasonably determines that such person deliberately breached his duty to the Corporation or its shareholders. Such independent legal counsel shall be designated by the Board of Directors.

6. Right of Agent to Indemnification Upon Application; Procedure Upon Application. Any indemnification under Sections 2, 3 and 4, or advance under Section 5 of this Article, shall be made promptly, and in any event within ninety days, upon the written request of the Agent, unless with respect to applications under Section 2, 3, or 5, a determination is reasonably and promptly made by the Board of Directors by a majority vote of a quorum of disinterested Directors that such Agent acted in a manner set forth in such Sections as to justify the Corporation's not indemnifying or making an advance to the Agent. In the event no quorum of disinterested Directors is obtainable, the Board of Directors shall promptly direct that independent legal counsel shall decide whether the Agent acted in the manner set forth in such Sections as to justify the Corporation's not indemnifying or making an advance to the Agent. The right to indemnification or advances as granted by this Article shall be enforceable by the Agent in any court of competent jurisdiction, if the Board or independent legal counsel denies the claim, in whole or in part, or if no disposition of such claim is made within ninety days. The Agent's expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any such proceeding shall also be indemnified by the Corporation.

7. Other Rights and Remedies. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which an Agent seeking indemnification may be entitled under any contract or any other Bylaws, agreement, vote of shareholders or disinterested Directors

or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Agent and shall inure to the benefit of the heirs, executors and administrators of such a person provided that no indemnification shall be made to or on behalf of an Agent if a judgment or other final adjudication adverse to the Agent establishes that his acts or omissions (a) were in breach of his duty of loyalty to the Corporation or its shareholders, (b) were not in good faith or (c) resulted in receipt by the Agent of an improper personal benefit. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and the Agent who serves in such capacity at any time while these Bylaws and other relevant provisions of the general Corporation law and other applicable law, if any, are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing.

8. Insurance. Upon resolution passed by the Board, the Corporation may purchase and maintain insurance on behalf of any person who is or was an Agent against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article. The Corporation may purchase such insurance from, or such insurance may be reinsured in whole or in part by, an insurer owned by or otherwise affiliated with the Corporation; whether or not such insurer does business with other insureds.

9. Constituent Corporations. For the purposes of this Article, references to "the Corporation" include all constituent Corporations absorbed in a consolidation or merger as well as the resulting or surviving Corporation, so that any person who is or was a Director or Officer of such a constituent Corporation or is or was serving at the request of such constituent Corporation as a Director or Officer of another Corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving Corporation as he would if he had served the resulting or surviving Corporation in the same capacity.

10. Savings Clause. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Agent as to expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit, proceeding or investigation, whether civil, criminal or administrative, and whether internal or external, including a grand jury proceeding and an action or suit brought by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated, or by any other applicable law.

ARTICLE VI WAIVERS OF NOTICE

Any notice required by these Bylaws, by the Articles of Incorporation, or by the law of Florida may be waived in writing by any person entitled to notice. The waiver or waivers may be executed either before or after the event with respect to which notice is waived. Each Director or shareholder attending a meeting without protesting the lack of prior notice of the meeting prior to its conclusion shall be deemed to have waived notice of the meeting.

ARTICLE VII
AMENDMENTS TO AND EFFECT OF BYLAWS;
FISCAL YEAR

1. Force and Effect of Bylaws. These Bylaws are subject to the provisions of the law of Florida and the Corporation's Articles of Incorporation, as it may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in Florida law or the Articles of Incorporation, the provision of Florida law or the Articles of Incorporation shall govern.

2. Amendments to Bylaws. These Bylaws may be altered or repealed at any annual meeting of the Shareholders or at any special meeting thereof if notice of the proposed alteration or repeal to be made be contained in the notice of such meeting, by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote thereat, or by the affirmative vote of a majority of the Board at any regular meeting of the Board or at any special meeting of the Board if notice of the proposed alteration or repeal to be made is contained in the notice of such special meeting.

3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each calendar year and end on the last day of each December following.

ARTICLE VIII
DIVIDENDS

The Board of Directors of the Corporation, from time to time, may declare, and the Corporation may pay, dividends. Notwithstanding the foregoing sentence, no dividends shall be declared by the Board of Directors or paid when the Corporation is insolvent, or when the payment of such dividends would render the Corporation insolvent, or when the declaration or payment thereof would be contrary to any restrictions provided by §607.06401, Florida Statutes, or any successor statutes, or §628.371, Florida Statutes.

ARTICLE IX
INSURANCE CODE

The Corporation shall be operated in accordance with §§628.121, 628.131, 628.152, and 628.371, Florida Statutes, and any other applicable sections or chapters of the Florida Insurance Code.

ARTICLE X
SEAL

Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation and the words: "Corporate Seal," the state of Incorporation and the year of the Incorporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE XI
SHARES OF STOCK

1. Certificates for Shares of Stock. The certificates for shares of stock of the Corporation shall be numbered, shall be in such form, as may be prescribed by the Board of Directors in conformity with law, shall be entered in the stock books of the Corporation as they are issued, and such entries shall show the name and address of the person, firm, partnership, Corporation or association to whom each certificate is issued. Each certificate shall have printed, typed or written thereon the name of the person, firm, partnership, Corporation or association to whom each certificate is issued, and the number of shares represented thereby and shall be signed by the President and the Treasurer or the President and the Secretary and shall be sealed with the seal of the Corporation, which seal may be facsimile, engraved or printed. If the Corporation has a registrar, a transfer Agent, or a transfer clerk who actually signs such certificates, the signature of any of the Officers above mentioned may be facsimile, engraved or printed. In case any such Officer who has signed or whose facsimile signature has been placed upon any certificate shall have ceased to be such Officer before such certificate is issued, such certificate may nevertheless be issued by the Corporation with the same effect as if such Officer was an Officer at the date of its issue.

2. Cancellation of Certificates. All certificates surrendered to the Corporation shall be canceled.

3. Registered Shareholders. Unless otherwise provided by the laws of the State of Florida, the shareholder of record on the books of the Corporation shall, insofar as the Corporation is concerned, be deemed to be the holder in fact of the share or shares appearing in his name, and the Corporation shall be entitled to deal with him as such, notwithstanding it may have notice of an equitable or other claim to, or interest in, said share or shares.

4. Transfer of Stock. Shares of capital stock of the Corporation may be transferred upon the books of the Corporation by the holder thereof, in person or by his duly authorized attorney, upon surrender to the Secretary of the certificate for cancellation, who thereupon shall issue a new certificate for a like number of shares to the transferee thereof.

5. Transfer Agent and Registrar. The Board of Directors may appoint a transfer Agent and a registrar of transfers and may require all stock certificates to bear the signature of such transfer Agent and of such registrar of transfers. The Board of Directors shall also have the power to make all rules and regulations as they may deem expedient concerning the issue, transfer and registration of certificates of shares of the capital stock of the Corporation.

6. Lost and Destroyed Certificates. Any person who claims that his certificate of stock has been lost, stolen or destroyed and requests that a new certificate shall be issued to him in place of said lost or destroyed certificate, shall furnish the Corporation with a notarized Affidavit of the facts concerning the loss, theft, or destruction of said certificate, and the Corporation may issue a duplicate certificate (plainly marked "duplicate") in its place, upon the Corporation being fully indemnified therefore.

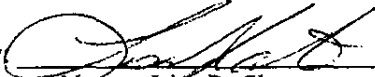
7. Closing Transfer Books. For purposes of determining shareholders eligible for meeting notice and eligible for voting in shareholder meetings, the stock transfer books will be closed not less than ten (10) nor more than sixty (60) days prior to each said meeting. The Board of Directors shall have the power to close the stock transfer books for such meetings, dividends or other shareholder business or to fix in advance a date as the record date for any such determination of shareholders.

ARTICLE XII
LIMITATIONS ON BORROWING


The Corporation may borrow money to defray the expenses of its organization, to provide itself with surplus funds, or for any purpose of its business, subject to the provisions of Section 628.401, Florida Statutes.

Dated as of: April 19, 2016

LEXINGTON NATIONAL
INSURANCE CORPORATION

By: 
Name: Lisa R. Slater
Title: Secretary

ATTEST:

By: 
Name: Kim Marzullo
Title: Treasurer