



997000103620

ACCOUNT NO. : 072100000032

REFERENCE : 691819 Patueco. Pg 10915A

AUTHORIZATION :

COST LIMIT : \$ 70.00

98 FEB -3 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : February 3, 1998

ORDER TIME : 10:53 AM

ORDER NO. : 691819-005

CUSTOMER NO: 10915A

CUSTOMER: Peggy Adolphson, Legal Asst  
Walker, Koegler & Dillingham  
217 Ponte Vedra Park Drive

Ponte Vedra Bea, FL 32082

merger

200002419922--4

ARTICLES OF MERGER

DAVID A. KOSSAK INSURANCE  
AGENCY, INC.

Name	DAVID A. KOSSAK
Availability	INTO 2/4/98
Document	DAVID A. KOSSAK INSURANCE
Examiner	DAVID A. KOSSAK
Update	DAVID A. KOSSAK
Verify	DAVID A. KOSSAK
Witness	DAVID A. KOSSAK
Copy	DAVID A. KOSSAK

DAVID A. KOSSAK INSURANCE  
AGENCY, INC.

98 FEB -3 PM 12:24  
RECEIVED  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY Verifier  
XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

DAVID A. KOSSAK INSURANCE AGENCY, INC., an Oklahoma corporation not  
authorized to transact business in Florida

,

INTO

**DAVID A. KOSSAK INSURANCE AGENCY, INC.**, a Florida corporation,  
P97000103620.

File date: February 3, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

98 FEB -3 AM 9:23  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES AND PLAN OF MERGER  
OF

DAVID A. KOSSAK INSURANCE AGENCY, INC.  
A Florida Corporation  
(The Surviving Corporation)

AND

DAVID A. KOSSAK INSURANCE AGENCY, INC.  
An Oklahoma Corporation

THESE ARTICLES AND PLAN OF MERGER are entered into this 29th day of January, 1998, between **DAVID A. KOSSAK INSURANCE AGENCY, INC.**, a **Florida corporation**, hereinafter called "FLORIDA AGENCY" and **DAVID A. KOSSAK INSURANCE AGENCY, INC., an Oklahoma corporation**, hereinafter called "OKLAHOMA AGENCY". Florida Agency and Oklahoma Agency do hereby certify that such Articles and Agreement and Plan of Merger were approved by the sole shareholder of Florida Agency entitled to vote on January 29, 1998 and approved by the sole shareholder of Oklahoma Agency entitled to vote on January 29, 1998. The number of votes cast was sufficient for approval.

WHEREAS, Florida Agency is a corporation organized and existing under the laws of the State of Florida, having been incorporated on December 8, 1997. Florida Agency has an authorized capital stock consisting of 50,000 Class A voting shares and 50,000 Class B non-voting of Common Stock of the par value of \$.01 each, ("Common Stock"), of which 1,000 Class A shares are issued and outstanding. No Class B shares have been issued;

WHEREAS, Oklahoma Agency is a corporation organized and existing under the laws of the State of Oklahoma, having been incorporated on April 14, 1997. Oklahoma Agency has an authorized capital stock consisting of 10,000 shares of Common Stock of a par value of \$1.00 per share, of which 1000 shares are issued and outstanding; and

WHEREAS, the shareholders of Florida Agency and Oklahoma Agency respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties that Oklahoma Agency merge with Florida Agency;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein and of the mutual benefits hereby provided, the undersigned corporations, by the hands and seals of their respective President and Secretary, hereby agree and subscribe to the following Articles and Plan of Merger.

Article I.  
Merger.

Oklahoma Agency shall be and it hereby is merged with and into Florida Agency.

**Article II.**  
**Effective Date.**

The effective date of the merger shall be upon filing with the respective Secretaries of State and compliance with the laws the States of Florida and Oklahoma, such date of effectiveness being hereinafter called the Effective Date.

**Article III.**  
**Surviving Corporation.**

Florida Agency (sometimes called "Surviving Corporation") shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of Oklahoma Agency shall cease upon the Effective Date.

**Article IV.**  
**Articles of Incorporation.**

The Articles of Incorporation of Florida Agency attached as Exhibit A hereto shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder or director or officer of the Surviving Corporation or upon any other person whomsoever are subject to this reserve power.

Such Articles of Incorporation shall constitute the Articles of Incorporation of Florida Agency separate and apart from this Plan of Merger and may be separately certified as the Articles of Incorporation of Florida Agency.

**Article V.**  
**Bylaws.**

The Bylaws of Florida Agency set forth as Exhibit B hereto shall be the bylaws of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

**Article VI.**  
**Further Assurances of Title.**

If any time Florida Agency shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Florida Agency any right, title or interest of Oklahoma Agency held immediately prior to the

Effective Date or to complete any administrative or regulatory requirements related to the merger, Oklahoma Agency and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in Florida Agency or to complete such administrative or regulatory requirements as shall be necessary to carry out the purposes of this Agreement of Merger and Florida Agency and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Oklahoma Agency or otherwise.

Oklahoma Agency shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

**Article VII.  
Authorized Capital.**

The authorized capital stock of the Surviving Corporation following the Effective Date shall continue to be 50,000 Class A Voting common shares and 50,000 Class B Nonvoting common shares, par value \$.01 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

**Article VIII.  
Retirement of Oklahoma Agency's Outstanding Stock.**

Upon the Effective Date, each share of the Common Stock of Oklahoma Agency presently issued and outstanding shall be retired, and no shares of Common Stock or other securities of the Surviving Corporation shall be issued in respect thereof.

**Article IX.  
Conversion of Florida Agency's Outstanding Stock.**

Upon the Effective Date, each of the issued and outstanding shares of the Common Stock of Florida Agency and all rights in respect thereof shall be converted into one fully paid and nonassessable share of Common Stock of the Surviving Corporation, and each certificate nominally representing shares of Common Stock of Florida Agency shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of the Surviving Corporation. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of Florida Agency but, as certificates nominally representing shares of Common Stock of Florida Agency are surrendered for transfer, the Surviving Corporation will cause to be issued certificates representing shares of Common Stock of the Surviving Corporation

**Article X.  
Directors.**

The first Board of Directors of the Surviving Corporation following the Effective Date shall consist of one member, who shall hold office from the Effective Date until the next annual meeting of shareholders of the Surviving Corporation, until successors shall be elected and shall qualify. The names and addresses of the directors are as follows:

<u>Name</u>	<u>Address</u>
David A. Kossak	4190 Belfort Road, Suite 450 Jacksonville, Florida 32216

**Article XI.  
Officers.**

The first officers of the Surviving Corporation following the Effective Date shall be as listed below and shall hold office from the Effective Date until their successors shall be elected and shall qualify or until they shall resign or be removed from office. The names and addresses of such officers are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President/ Secretary/ Treasurer	David A. Kossak	4190 Belfort Road, Suite 450 Jacksonville, Florida 32216

**Article XII.  
Place of Business and Registered Address.**

The principal business office of the Surviving Corporation is located at 4190 Belfort Road, Suite 450, Jacksonville, Florida 32216.

The registered office of the Surviving Corporation in the State of Florida is, and shall continue to be, located at 217 Ponte Vedra Park Drive, Ponte Vedra Beach, Florida 32082. The agent at such address is Randal C. Fairbanks, upon whom process against the Surviving Corporation may be serviced within the State of Florida.

**Article XIII.  
Effect of Merger.**

On the Effective Date of the merger, Florida Agency shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and obligations, of a public as well as of a private

nature, and be subject to all the restrictions, disabilities, and duties of both of the merging corporations, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary duties, powers, and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both Florida Agency and Oklahoma Agency, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties, and obligations, of both Florida Agency and Oklahoma Agency, and all property, real, personal, and mixed, and all debts due to either of the merging corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to both the Florida corporations shall be vested in Florida Agency; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of Florida Agency as they were of the respective singular corporation; and the title to any real estate, whether vested by deed or otherwise, in either Florida Agency or Oklahoma Agency or Florida Agency shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either Florida Agency or Oklahoma Agency shall be preserved unimpaired and all debts, liabilities, and duties of the respective singular corporation shall thenceforth attach to Florida Agency, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Florida Agency.

**Article XIV.  
Right of Termination.**

This Agreement of Merger may be terminated and abandoned by action of the Board of Directors of Oklahoma Agency at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

IN WITNESS WHEREOF, pursuant to authority duly granted by the shareholders of the respective corporations, the parties hereto have caused these Articles to be signed and sealed the day and year first above stated.

DAVID A. KOSSAK INSURANCE AGENCY, INC.  
A Florida corporation

By: Dec. Kossak  
David A. Kossak  
President and Secretary

DAVID A. KOSSAK INSURANCE AGENCY, INC.  
An Oklahoma corporation

By: Dec. Kossak  
David A. Kossak  
President and Secretary

STATE OF FLORIDA )

COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this 29 day of January, 1998, by **David A. Kossak, the President and Secretary of David A. Kossak Insurance Agency, Inc.**, a Florida corporation, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

Mary Jane Morales

Notary Public, State of Florida

Printed or Stamped Name of Notary:

Notary's commission expires:



STATE OF FLORIDA )

COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this 29 day of January, 1998, by **David A. Kossak, the President and Secretary of David A. Kossak Insurance Agency, Inc.**, an Oklahoma corporation, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

Mary Jane Morales

Notary Public, State of Florida

Printed or Stamped Name of Notary:

Notary's commission expires:



G:\4778\MERGER.ART





DEC 12 1997

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 9, 1997

WALKER, KOEGLER & DILLINGHAM  
P.O. BOX 676  
PONTE VEDRA BEACH, FL 32256-0959

The Articles of Incorporation for DAVID A. KOSSAK INSURANCE AGENCY, INC. were filed on December 8, 1997 and assigned document number P97000103620. Please refer to this number whenever corresponding with this office regarding the above corporation.

**PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.**

**A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.**

**A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.**

**SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.**

Should you have any questions regarding corporations, please contact this office at the address given below.

Randall Purinton, Document Specialist  
New Filing Section

Letter Number: 497A00058034

**EXHIBIT A**

ARTICLES OF INCORPORATION  
OF  
DAVID A. KOSSAK INSURANCE AGENCY, INC.

FILED  
CLERK OF CIRCUIT COURT  
97 DEC -8 PM 2:43

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: DAVID A. KOSSAK INSURANCE AGENCY, INC.

ARTICLE II.

The Corporation shall have perpetual existence.

ARTICLE III.

The general nature of the businesses to be transacted by the Corporation shall be to engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV.

Section 1. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share and Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after

payment of the debts of the Corporation. to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 4. The Shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the Corporation of any class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

#### ARTICLE V.

The principal office and mailing address of this Corporation shall be 4190 Belfort Road, Suite 450, Jacksonville, Florida 32216.

#### ARTICLE VI.

The street address of the initial registered office of this Corporation in Florida shall be 217 Ponte Vedra Park Drive, Ponte Vedra Beach, Florida 32082, and its initial registered agent at that address shall be Randal C. Fairbanks. The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

#### ARTICLE VII.

The number of the Directors of this Corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the Bylaws.

#### ARTICLE VIII.

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
David A. Kossak	4190 Belfort Road, Suite 450 Jacksonville, Florida 32216

#### ARTICLE IX.

The Corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

#### ARTICLE X.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the Shareholders.

Section 2. Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is expressly authorized to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

Section 3. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

Section 4. No Director or officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any

Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

#### ARTICLE XI.

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding 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 thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

#### ARTICLE XII.

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

#### ARTICLE XIII.

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation; and
- (d) Dissolution of the Corporation.

#### ARTICLE XIV.

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall there be any liability if in good faith in determining the amount available for dividends or distribution, the Shareholder considers the assets to be of ample value.

#### ARTICLE XV.

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Article or By-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### ARTICLE XVI.

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Randal C. Fairbanks	217 Ponte Vedra Park Drive Post Office Box 676 Ponte Vedra Beach, Florida 32004

#### ARTICLE XVII.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and does certify that the facts herein stated are true, all on this 26<sup>th</sup> day of November, 1997.

  
Randal C. Fairbanks

STATE OF FLORIDA )

COUNTY OF ST. JOHNS )

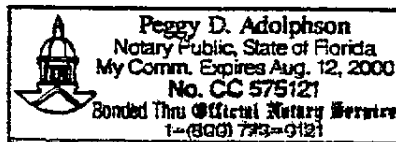
The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of November, 1997, by **Randal C. Fairbanks**, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification, and who acknowledged that he signed such instrument of his own free will.

Peggy D. Adolphson

Notary Public, State of Florida at Large

Notary's printed or stamped name:

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

First, that David A. Kossak Insurance Agency, Inc., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Randal C. Fairbanks, located at 217 Ponte Vedra Park Drive, Ponte Vedra Beach, Florida 32082 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By: Randal C. Fairbanks  
Randal C. Fairbanks, Registered Agent



**BYLAWS  
OF  
DAVID A. KOSSAK INSURANCE AGENCY, INC.**

**ARTICLE I.**

Name, Registered Office, and Registered Agent

Section 1. Name. The name of this Corporation is DAVID A. KOSSAK INSURANCE AGENCY, INC.

Section 2. Registered Office and Registered Agent. The address of the registered office of this Corporation is 217 Ponte Vedra Park Drive, Ponte Vedra Beach, Florida 32082. The name of the initial registered agent of this Corporation is Randal C. Fairbanks.

**ARTICLE II.**

Seal and Fiscal Year

Section 1. Seal. The seal of this Corporation shall have inscribed on it the name of this Corporation, the date of its organization, and the words "Corporate Seal, State of Florida".

Section 2. Fiscal Year. The fiscal year of this Corporation shall be determined by filing the tax return of the Corporation.

**ARTICLE III.**

Shareholder's Meetings

Section 1. Place of Meetings. Meetings of the Shareholders shall be held at the office of the Corporation or at any other place (within or without the State of Florida) the Shareholders may from time to time select.

Section 2. Annual Meeting. An annual meeting of the Shareholders shall be held on the second Monday of January each year, if not a legal holiday, and if a legal holiday, then on the next secular day following that is not a legal holiday. If an annual meeting has not been called and held within six months after the time designated for it, any Shareholder may call it.

Section 3. Special Meetings. Special meetings of the Shareholders may be called by the President or by the holders of one-tenth or more of the shares outstanding and entitled to vote.

Section 4. Notice of Meetings. A written or printed notice of each Shareholders' meeting, stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes of

**EXHIBIT B**

the meeting shall be given by the Secretary of the Corporation or by the person authorized to call the meeting; to each Shareholder of record entitled to vote at the meeting. This notice shall be sent at least ten days before the date named for the meeting (unless a greater period of notice is required by law in a particular case) to each Shareholder by United States mail or by telegram, charges prepaid, to his address appearing on the books of the Corporation.

Section 5. Waiver of Notice. A Shareholder, either before or after a Shareholders' meeting, may waive notice of the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance at a Shareholders' meeting, either in person or by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he attends for the express purpose of objecting the transaction of business on the ground that the meeting was not lawfully called or convened.

Section 6. Voting Rights. Subject to the provisions of the law of the State of Florida, each holder of Class A Common Stock in this Corporation shall be entitled at each Shareholders' meeting to one vote for every share of stock standing in his name on the books of the Corporation; but, transferees of shares that are transferred on the books of the Corporation within ten days next preceding the date set for a meeting shall not be entitled to notice of, or to vote at, the meeting.

Section 7. Proxies. A Shareholder entitled to vote may vote in person or by proxy executed in writing by the Shareholder or by his attorney-in-fact. A proxy shall not be valid after eleven months from the date of its execution unless a longer period is expressly stated in it.

Section 8. Quorum. The presence, in person or by proxy, of the holders of one-half or more of the shares outstanding and entitled to vote shall constitute a quorum at meetings of Shareholders. At a duly organized meeting Shareholders present can continue to do business until adjournment even though enough Shareholders withdraw to leave less than a quorum.

Section 9. Adjournments. Any meeting of Shareholders may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

Section 10. Informal Action by Shareholders. Any action that may be taken at a meeting of Shareholders may be taken without a meeting if a consent in writing setting forth the action shall be

signed by the number of Shareholders (who are entitled to vote on the action) which would be required to approve such action. The consent shall be filed with the Secretary of the Corporation and shall have the same effect as a vote at a Shareholders' meeting. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

#### ARTICLE IV.

##### Directors

Section 1. Number and qualifications. The management and control of the affairs, business and property of the Corporation shall be vested in its Board of Directors. The number of Directors of the Corporation shall be one, which number may be increased or decreased from time to time by amendment to these Bylaws, subject to relevant sections of the Articles of Incorporation. The Directors shall be elected at the annual meeting of Shareholders, except as otherwise provided for filling vacancies. Each Director shall hold office until the annual meeting of Shareholders held next after his election or other manner of appointment, and until his successor shall have been elected and shall qualify or until his death, resignation, or removal.

Section 2. Annual Meetings. The annual meeting of the Board of Directors shall be held in each year immediately after and at the same place as the annual meeting of Shareholders. No notice of the annual meeting of the Board of Directors need be given.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held at such places and at such times as the Board may from time to time determine by resolution. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which otherwise would be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. No notice of regular meetings of the Board of Directors need be given.

Section 4. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Directors. Notice of each special meeting of the Board of Directors shall be given to each Director at least two days before the day on which the special meeting is to be held. Every such notice shall state the time and place of the meeting and the purpose thereof. The business transacted at such special meeting shall be confined to the purposes stated in the notice.

Section 5. Quorum. At each meeting of the Board of Directors, at least a majority of the Directors shall be present in person, by conference telephone or by proxy, in order to constitute a quorum for the transaction of business. In the absence of a quorum, any of the Directors present may adjourn any meeting from time to time until a quorum is had. Notice of any such adjourned meeting need not be given.

Section 6. Place of Meeting. The Board of Directors may hold its meetings at such places within or without the State of Florida as shall be specified or fixed in the respective notice or waivers of notice thereof.

Section 7. Vacancies. All vacancies in the Board of Directors, whether caused by death, resignation, removal, or otherwise, shall be filled by a majority vote of the remaining Directors.

Section 8. Removal. Any Director may be removed at any time, with or without cause, by vote of the holders of a majority of the shares present, in person or by proxy, at any special meeting of the Shareholders called for that purpose.

Section 9. Resignation. Any Director may resign at any time by giving written notice to the President or to the Secretary. The resignation of any Director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Informal Action by Directors. Any action that may be taken at a meeting of Directors may be taken without a meeting if a consent in writing setting forth the action shall be signed by all of the Directors entitled to vote on the action and shall be filed with the Secretary of the Corporation. This consent shall have the effect of a meeting vote and may be described as such in any document.

## ARTICLE V.

### Officers, Agents, and Employees

Section 1. Officers. The executive officers of the Corporation shall consist of a President, Secretary and Treasurer. Other officers, assistant officers, agents and employees that the Board of Directors from time to time may deem necessary may be elected by the Directors or be appointed in a manner prescribed. Two or more offices may be held by the same person. Officers shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided in these Bylaws.

Section 2. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Directors. The officer so selected shall hold office until his successor is chosen and qualified.

Section 3. Salaries. The Board of Directors shall fix the salaries of the officers of the Corporation even though all or some of the Directors shall be officers. The salaries of other agents and employees of the Corporation may be fixed by the Directors or by an officer to whom that function has been delegated.

Section 4. Removal of Officers and Agents. An officer or agent of the Corporation may be removed by a majority vote of the Directors whenever in their judgment the best interests of the Corporation will be served by the removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. President: Powers and Duties. The President shall be the chief executive officer of the Corporation and shall have general supervision of the business of the Corporation. He shall preside at all meetings of Shareholders and Directors and discharge the duties of a presiding officer, shall present at each annual meeting of the Directors a report of the business of the Corporation for the preceding fiscal year, and shall perform whatever other duties the Directors may from time to time prescribe.

Section 6. Vice President: Powers and Duties. The Vice President, if elected, shall perform all such duties as from time to time may be assigned to him by the Board or the chief executive officer. In the absence or disability of the President, and at the request of the Board of Directors, he shall perform the duties and exercise the powers of the President, and when so acting shall have the powers of and be subject to the restrictions placed upon the President in respect of the performance of such duties.

Section 7. Secretary: Powers and Duties. The Secretary shall:

- (a) Keep or cause to be kept in one or more books provided for the purpose, the minutes of all meetings of the Board, the committees of the Board and the Shareholders;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws and as required by law;

(c) Be custodian of the records and the seal of the Corporation and affix and attest the seal to all stock certificates of the Corporation (unless the seal of the Corporation on such certificates shall be a facsimile) and affix and attest the seal or the words "corporate seal" or their equivalent to all other documents to be executed on behalf of the Corporation under its seal;

(d) See that the books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and

(e) In general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board.

Section 8. Treasurer: Powers and Duties. The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all the funds and securities of the Corporation;

(b) Keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation;

(c) Deposit all monies and other valuables to the credit of the Corporation in such depositories as may be designated by the Board;

(d) Receive and give receipts for monies due and payable to the Corporation from any source whatsoever;

(e) Disburse the funds of the Corporation and supervise the investment of its funds as ordered or authorized by the Board, taking proper vouchers therefor; and

(f) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board or the Chief Executive Officer.

Section 9. Comptroller/Chief Financial Officer: Powers and Duties. The Comptroller or Chief Financial Officer, if one shall be elected, shall:

- (a) Have control of all the books of account of the Corporation;
- (b) Keep a true and accurate record of all property owned by the Corporation, of its debts and of its revenues and expenses;
- (c) Keep all accounting records of the Corporation (other than the accounts of receipts and disbursements and those relating to the deposits of money and other valuables of the Corporation, which shall be kept by the Treasurer);
- (d) Render to the Board, whenever the Board may require, an account of the financial condition of the Corporation; and
- (e) In general, perform all the duties incident to the office of Comptroller or Chief Financial Officer and such other duties as from time to time may be assigned to him by the Board. If no Comptroller or Chief Financial Officer is elected, the duties specified in this Section shall be performed by the Treasurer.

Section 10. Bond. The Treasurer and any Assistant Treasurer or any other employee or officer handling or responsible for corporate funds may be required to furnish a fidelity bond satisfactory to the Directors. The premiums for such bonds shall be paid by the Corporation.

Section 11. Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, it may delegate the powers and duties of an officer to any other officer or officers or to any Director.

## ARTICLE VI.

### Share Certificates and the Transfer of Shares

Section 1. Share Certificates. The share certificates shall be in a form approved by the Directors. Each certificate shall be signed by the President or the Vice President, if elected, and the Secretary or Treasurer, and shall be stamped with the corporate seal.

Section 2. Registered Shareholders. The Corporation shall be entitled to treat the holder of record of shares as the holder in fact and, except as otherwise provided by the laws of Florida, shall not be bound to recognize any equitable or other claim to or interest in the shares.

Section 3. Transfers of Shares. Shares of the Corporation shall only be transferred on its books upon the surrender to the Corporation of the share certificates duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer. In that event, the surrendered certificates shall be canceled, new certificates issued to the person entitled to them, and the transaction recorded on the books of the Corporation.

Section 4. Lost Certificates. The Board of Directors may direct a new certificate to be issued in place of a certificate alleged to have been destroyed or lost if the owner makes an affidavit that it is destroyed or lost. The Directors may, as a condition precedent to issuing the new certificate, require the owner to give the Corporation a bond as indemnity against any claim that may be made against the Corporation on the certificate allegedly destroyed or lost.

## ARTICLE VII.

### Special Corporate Acts

Section 1. Execution of Written Instruments. Contracts, deeds, documents, and instruments shall be executed by the President or the Vice President under the seal of the Corporation affixed and attested by the Secretary unless the Directors shall in a particular situation designate another procedure for their execution.

Section 2. Signing of Checks and Notes. Checks, notes, drafts, and demands for money shall be signed by the officer or officers from time to time designated by the Directors.

Section 3. Voting Shares Held in Other Corporations. In the absence of other arrangement by the Shareholders, shares of stock issued by any other corporation and owned or controlled by this Corporation may be voted at any Shareholders' meeting of the other corporation by the President of this Corporation or, if he is not present at the meeting, by the Vice President of this Corporation; and in the event neither the President nor the Vice President is to be present at a meeting, the shares may be voted by such person as the President and Secretary of the Corporation shall by duly executed proxy designate to represent the Corporation at the meeting.

## ARTICLE VIII.

### Amendments

The power to amend or repeal the Bylaws or to adopt a new code of Bylaws is reserved to the Directors.



## ARTICLE IX.

### Unreasonable Compensation

Any payments made to an officer of the Corporation such as salary, commission, bonus, interest, or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Shareholders to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the Shareholders, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

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