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<b>Michael G. Adams</b> <b>Kentucky Secretary of State</b> Received and Filed: 1/2/2024 1:11 PM Fee Receipt: \$40.00	

**PLAN OF CONVERSION  
OF  
BROWN & BROWN OF KENTUCKY, INC.**

The terms and conditions of the conversion of Brown & Brown of Kentucky, Inc., a Kentucky corporation, into Brown & Brown of Kentucky LLC, a Kentucky limited liability company, (the “Conversion”) are as follows:

**ARTICLE I  
CONVERSION; EFFECTIVE TIME**

At the Effective Time of the Conversion (as hereinafter defined), Brown & Brown of Kentucky, Inc. shall be converted into Brown & Brown of Kentucky, LLC, a Kentucky limited liability company, which shall be the converted business entity (the “Converted Entity”). The effective time of the Conversion shall be upon filing of the Plan of Conversion and Articles of Organization with the Kentucky Secretary of State (“Effective Time of the Conversion”).

**ARTICLE II  
CONVERSION OF STOCK**

At the Effective Time of the Conversion, all of the issued and outstanding shares of stock of Brown & Brown of Kentucky, Inc. shall be converted into a single undivided membership interest in the Converted Entity.

**ARTICLE III  
ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT**

A copy of the Articles of Organization of the Converted Entity is attached hereto as Annex I. Immediately following the Effective Time of the Conversion, the members of the Converted Entity shall adopt an Operating Agreement to govern the operations of the Converted Entity.

**ARTICLE IV  
EFFECT OF CONVERSION**

The effect of the Conversion shall be as provided in Section 275.376 of the Kentucky Statutes.

\* \* \* \* \*

## **ANNEX I**

### **Articles of Organization**

See attached.



COMMONWEALTH OF KENTUCKY  
MICHAEL G. ADAMS, SECRETARY OF STATE

Division of Business Filings  
P.O. Box 718  
Frankfort, KY 40602  
(502) 564-3490  
www.sos.ky.gov

Articles of Organization  
Limited Liability Company

KLC

Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the limited liability company is:

Brown & Brown of Kentucky, LLC

Article II: The street address of the limited liability company's initial registered office in Kentucky is:

421 West Main Street Frankfort KY 40601  
Street Address Only (No Post Office Box Numbers) City State Zip Code

and the name of the initial registered agent at that office is Corporation Service Company

Article III: The mailing address of the limited liability company's initial principal office is:

653 Adair Veterans Memorial Hwy Columbia KY 42728  
Street Address or Post Office Box Number City State Zip Code

Article IV: The limited liability company is to be managed by (must check one):

☒  
☐

A. a manager(s).

B. its member(s).

Article V: This application will be effective upon filing.

☐

If checked, this business is veteran-owned as defined by KRS 14A.2-070(45) for the purposes of 14A.2-165 (see filing instructions).

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

Signature of Organizer

David B. Lotz/Vice President 12/28/2023

Printed Name & Title

Date

Signature of Organizer

Printed Name & Title

Date

I, Corporation Service Company, consent to serve as the registered agent on behalf of the limited liability company.  
Print Name of Registered Agent

Signature of Registered Agent

Elizabeth Kitchen  
Printed Name

01/02/2024  
Date

## **FILING INSTRUCTIONS ARTICLES OF ORGANIZATION**

### **NAME**

The limited liability company name must contain the words "limited liability company" or "limited company" or the abbreviation "LLC" or "LC." If you wish to abbreviate "limited company," you must use the abbreviation "LTD CO." A limited liability company name must be distinguishable from any name on record with the Office of the Secretary of State.

### **REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the business entity must be in Kentucky and maintain a street address (a PO Box is insufficient for the registered office address). In order to transact business in Kentucky, the registered agent shall be an individual resident of Kentucky, a Kentucky domestic corporation, a Kentucky domestic non-corporation, a Kentucky domestic limited liability company, a foreign corporation, a foreign non-corporation or a foreign limited liability company authorized to transact business in Kentucky. The registered agent is the individual or business designated to receive service of process in the event the business is party to a legal action. The company seeking formation shall not act as its own registered agent.

### **CONSENT OF REGISTERED AGENT**

Unless the registered agent signs the certificate, the corporation must deliver with the certificate of authority, the registered agent's consent to the appointment. The registered agent must give written consent to act as agent on behalf of the corporation. If the registered agent is a corporation an officer or the chairman of the board of directors must sign on behalf of the corporation. If the registered agent is a limited liability company and management of the company is vested in one or more managers, a manager must sign on behalf of the limited liability company. If management of the company is vested in its members, a member must sign. The person signing on behalf of the business entity acting as agent must designate the title or capacity in which he or she signs.

### **PRINCIPAL OFFICE ADDRESS**

The principal office is the office (in or out of this state) so designated in writing with the Office of the Secretary of State where the principal designated office of the business entity is located. This address is where all correspondence from the Office of the Secretary of State (See Document Delivery) will be mailed.

### **DOCUMENT DELIVERY**

A file stamped postcard will be sent to the principal office address. If the applicant wishes for the document to be sent to an alternate address other than the principal office, a request must be submitted in writing affirming that request. Alternate address requests must be submitted with each document filed with the Office of the Secretary of State.

### **MANAGEMENT**

"Manager(s)" means that the limited liability company has set forth in its articles of organization that it is to be managed by managers. "Member(s)" means the person(s) who have been admitted to membership in a limited liability company.

### **VETERAN-OWNED BUSINESS**

KRS 14A.1-070(45) defines a veteran-owned business as one that is at least 51% unconditionally owned by one or more veterans, or in the case of a publicly-owned business, at least 51% of the stock is unconditionally owned by one or more veterans. KRS 14A.2-165 states that the fee for this filing is waived if the business is veteran-owned.

### **WHO MAY SIGN**

The document must be signed by an organizer.

### **ADDITIONAL ARTICLES OF ORGANIZATION OR NEED TO MODIFY THE EXISTING FORM**

If this form does not comply with the articles of organization that you wish to file (ie: additional articles, signatures, etc.), please disregard this form and send a drafted executed copy of the articles of organization according to KRS 275 to the address below.

### **NUMBER OF COPIES**

When filing online with the FastTrack system, no copies are required. If filing via mail or in person, one exact or conformed copy of the documents with the filing fee must be submitted to the address below. To make a copy of the filing for delivery to the local county clerk's office, visit [www.sos.ky.gov](http://www.sos.ky.gov) and print a copy from the organization search tool.

### **EFFECTIVE DATE AND TIME**

The document will be effective on the date and time of filing.

### **FILING FEE**

The filing fee for the document is \$40.00. Your check should be made payable to the "Kentucky State Treasurer."

### **MAILING ADDRESS**

Michael Adams  
Office of the Secretary of State  
P.O. Box 718  
Frankfort, KY 40602-0718

### **OFFICE LOCATION**

Room 152, Capitol Building  
700 Capital Avenue  
Frankfort, KY 40601  
Hours of Operation: 8:00 AM-4:30 PM ET

### **CONTACT INFORMATION AND NAME AVAILABILITY**

If you have any questions, need additional forms or wish to search for name availability, please feel free to visit our website at [www.sos.ky.gov](http://www.sos.ky.gov) or call 502-564-3490.

### **FUTURE DOCUMENTATION REQUIREMENTS AND DEADLINES**

The business entity must file an **annual report** with the Secretary of State between January 1 and June 30 of the year following the calendar year in which the corporation was formed. Subsequent annual reports must be filed with the Secretary of State between January 1 and June 30 of the following calendar years. A **statement of change** of the registered agent and/or registered office address or principal office address must be filed with the Secretary of State whenever a change has occurred involving any of the above categories. Downloadable forms may be found on our website.