

RECEIVED

MAY 10 2013

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISIONAZ Corp. Commission
04265334

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**CORPORATION STATEMENT OF CHANGE
OF KNOWN PLACE OF BUSINESS ADDRESS, PRINCIPAL OFFICE ADDRESS,
OR STATUTORY AGENT***Read the Instructions C016i***NOTE** – no matter what is being changed, numbers 1, 2, 3.1, 5.1, and 5.2 must be completed.
The form will be rejected if those sections are not completed.**1. ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
KOTY-LEAVITT INSURANCE AGENCY, INC.**2. A.C.C. FILE NUMBER:** -0523337-8Find A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:****3.1 REQUIRED** – list the known place of business address currently shown in A.C.C. records (before any changes):

LLOYD H KOTY

Attention (optional)

Address 1

6992 E. BROADWAY BLVD.

Address 2 (optional)

City TUCSON

State AZ

Zip 85710

3.2 Optional – List the NEW known place of business address in Arizona (must be a street or physical address):

Attention (optional)

Address 1

Address 2 (optional)

City

State

Zip

3.3 If you completed 3.2, is the NEW known place of business address in Arizona the same as the street address of the statutory agent? ☐ Yes ☐ No**4. PRINCIPAL OFFICE ADDRESS:****4.1 Required if changing** – list the principal office address currently shown in A.C.C. records (before any changes):

Attention (optional)

Address 1

Address 2 (optional)

City

State

Zip

Country

4.2 Optional – List the NEW principal office address (must be a street or physical address):

Attention (optional)

Address 1

Address 2 (optional)

City

State

Zip

Country

5. CURRENT OR EXISTING STATUTORY AGENT – list the name and addresses of the statutory agent as shown in the records of the Arizona Corporation Commission *before any changes* (this is the existing statutory agent):

5.1 REQUIRED – list the name and physical or street address (not a P.O. Box) in Arizona of the existing statutory agent:			5.2 REQUIRED – list the mailing address (if one exists in A.C.C. records) in Arizona of the existing Statutory Agent:		
Statutory Agent Name LLOYD H KOTY					
Attention (optional)			Attention (optional)		
Address 1 6992 E. BROADWAY BLVD.			Address 1		
Address 2 (optional)			Address 2 (optional)		
City TUCSON	State AZ	Zip 85710	City	State	Zip

5.3 ☐ **CHANGE IN EXISTING STATUTORY AGENT NAME ONLY** – if the *name only* of the existing statutory agent listed in number 5.1 above has changed, but a new agent has not been appointed, check the box and give the new name of the existing statutory agent below:

5.4 CHANGE IN EXISTING STATUTORY AGENT ADDRESS – check all that apply and follow instructions:

- ☐ **STREET ADDRESS CHANGED** – complete number 5.5.
☐ **MAILING ADDRESS CHANGED** – complete number 5.6.

5.5 NEW STREET ADDRESS – give the NEW physical or street address (not a P.O. Box) in Arizona of the existing statutory agent:			5.6 NEW MAILING ADDRESS – give the NEW mailing address in Arizona of the existing statutory agent (can be a P.O. Box):		
Attention (optional)			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip

6. <input checked="" type="checkbox"/> NEW STATUTORY AGENT – if a new statutory agent is being appointed, check the box and complete the following for the NEW statutory agent :					
6.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the NEW statutory agent:			6.2 OPTIONAL – mailing address in Arizona of NEW Statutory Agent (can be a P.O. Box):		
Corporation Service Company					
Statutory Agent Name					
Attention (optional) 2338 W. Royal Palm Road, Suite J					
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City Phoenix	State AZ	Zip 85021	City	State	Zip
6.3 REQUIRED – if you are appointing a new statutory agent, the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Statement of Change form.					

SIGNATURE – see Instructions C016i for who is authorized to make changes:

If the person signing this form is the existing statutory agent changing its own address, then by the signature appearing below, the existing statutory agent certifies *under penalty of perjury* that he or she has given the corporation named in number 1 above written notice of the address change.

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

Maureen Cathell

☒ I ACCEPT

Maureen Cathell, Attorney in Fact

05/08/2013

Signature

Printed Name

Date (mm/dd/yyyy)

REQUIRED – check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a Statutory Agent changing only my own address and/or my own name.
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Filing Fee: None (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission – Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

STATUTORY AGENT ACCEPTANCE*Please read Instructions M002i*

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:

KOTY-LEAVITT INSURANCE AGENCY, INC.

2. **A.C.C. FILE NUMBER** (if entity is already incorporated or registered in AZ): -0523337-8
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity):

Corporation Service Company

- 3.1 **Check one box:** ☐ The statutory agent is an **Individual** (natural person).
☒ The statutory agent is an **Entity**.

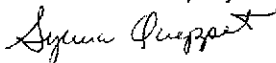
STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 3 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Corporation Service Company

By: 

Sylvia Queppet, Assistant Vice President

05/08/2013

Signature

Printed Name

Date

REQUIRED – check only one:

- | | |
|---|--|
| <input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual | <input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|---|--|

Filing Fee: none (regular processing)
Expedited processing – add \$35.00 to filing fee.
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1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

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CORPORATION SERVICE COMPANY

STATE OF UTAH)
COUNTY OF IRON)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT ERIC O. LEAVITT, the PRESIDENT of Leavitt Group Enterprises, Inc. ("the Company"), a CORPORATION established under the laws of NEVADA, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Corporation Service Company employees Maureen Cathell and Elizabeth A. Dawson attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Maureen Cathell shall exercise the power of Vice President and Elizabeth A. Dawson shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earlier to occur of (a) completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to Maureen Cathell and Elizabeth A. Dawson.

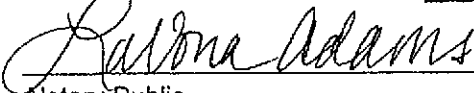
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 12TH day of Nov., 2012 (the "Effective Date").

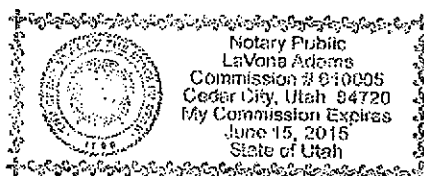
Leavitt Group Enterprises, Inc.

BY: 

ERIC O. LEAVITT
PRESIDENT

Subscribed and sworn to before me this 12th day of November, 2012.


Notary Public



1330 Bascom, LLC
 Allegiance Premium Finance Company, Inc
 Archibald Insurance Center, Inc.
 Atkinson-Leavitt Insurance Agency, Inc.
 Barlocker Financial Services, Inc.
 Barlocker Insurance Agency, Inc.
 Briggs-Yardley-Leavitt Insurance Agency, Inc.
 Bringhurst Leavitt Insurance Agency, Inc.
 Bringhurst-Leavitt Investment, LLC
 Butler-Leavitt Insurance Agency, Inc.
 Caudill-Leavitt Insurance Agency, Inc.
 CIA-Leavitt Insurance Agency, Inc.
 CL Central (dba for LGAA) (Triannual)
 Combined Professional Agents Insurance Services, Inc.
 Darragh, Banker & Leavitt Insurance Agency, Inc.
 Day-Leavitt Insurance Agency, Inc.
 Dixie Leavitt Agency, Inc. (Las Vegas) (DBA Leavitt Insurance Agency)
 Dixie Leavitt Agency, Inc. (Cedar City)
 Ewing-Leavitt Insurance Agency, Inc.
 Farmer-Orth-Leavitt Insurance Agency, Inc.
 Ferguson-Leavitt Insurance Agency, Inc.
 Filice-Leavitt Insurance Services
 Flanigan-Leavitt Insurance Agency
 Flanigan-Leavitt Investment Company, LLC
 Hancock-Leavitt Insurance Agency, Inc.
 Hennessey, Thames & Leavitt Insurance Agency, Inc.
 Hunt-Leavitt Insurance Agency, Inc.
 James C. Jenkins Insurance Service, Inc.
 Kanarra Mountain Captive Insurance Company, Inc.
 Kellogg-Ewing-Leavitt Insurance Agency, Inc.
 Koty-Leavitt Insurance Agency, Inc.
 Leavitt Benefit Insurance Services of Southern California, Inc.
 Leavitt Central Coast Insurance Services, Inc.
 Leavitt Group Agency Association, LLC
 Leavitt Group Benefits Services of Arizona, Inc.
 Leavitt Group Benefits Services of Boise, Inc.
 Leavitt Group Benefits Services of Colorado, Inc.
 Leavitt Group Benefits Services of Southern Utah, Inc.
 Leavitt Group Benefits Services, Inc.
 Leavitt Group Enterprises, Inc.
 Leavitt Group Insurance Advisors, Inc. (Most states will likely still show "Grant-Hatch & Associates, Inc.")
 Leavitt Group Insurance Agency of Vernal, Inc.
 Leavitt Group of Albuquerque, Inc.
 Leavitt Group of Boise, Inc.
 Leavitt Group of Northern Arizona, Inc.
 Leavitt Group of Northern Utah, Inc.
 Leavitt Group of Spanish Fork, Inc.
 Leavitt Group of Wasatch-Summit Insurance Agency, Inc.
 Leavitt Group of Winslow, Inc.
 Leavitt Group Oil and Gas Insurance Agency, Inc.

Leavitt Group Southwest, Inc.
Leavitt Group Wings, LLC
Leavitt Insurance Agency of Central Utah, Inc.
Leavitt Insurance Agency of Eastern Washington, Inc.
Leavitt Insurance Agency of San Diego, Inc.
Leavitt Insurance Agency of Western Idaho, Inc.
Leavitt Insurance East Valley, Inc.
Leavitt Insurance Services of Los Angeles, Inc.
Leavitt Pacific Insurance Brokers, Inc.
Leavitt Payroll, Inc.
Leavitt Recreation & Hospitality Insurance, Inc.
Leavitt Risk Services, LLC
LG Life Insurance Services, LLC
LG Payroll Services, LLC
Lincoln-Leavitt Insurance Agency, Inc.
McDonald-Leavitt Insurance Agency, Inc.
Nebo-Leavitt Insurance Agency, Inc.
Northern Montana Insurance Services, Inc.
Okerlund-Leavitt Insurance Agency, Inc. (DBA Okerlund, Sorensen & Leavitt Insurance Agency)
Pacific Risk Management, Inc.
PacWest Captive Insurance Company, Inc.
Penfold-Leavitt Insurance Agency, Inc. (DBA Redwoods Leavitt Insurance Agency, Inc.)
PL Central (DBA)
Powers-Leavitt Insurance Agency, Inc.
Pridemark-Everest Insurance Services, Inc.
Randy Jones & Associates, Inc. (This is a new entity, just getting set up)
Risk Services of Louisiana, Inc.
Schield-Leavitt Insurance Agency, Inc. (DBA Leavitt Group Four Corners Insurance Agency)
Shook-Leavitt Insurance Agency, Inc.
Sloan-Leavitt Insurance Agency, Inc.
SSL, L.L.C.
Starley-Leavitt Insurance Agency, Inc.
Stephens & Hobdy Insurance, Inc.
Still & Leavitt Insurance Agency, Inc.
Taylor-Leavitt Insurance Agency, LLC
The Leavitt Insurance Group of Atlanta, Inc.
Valley Insurance Service, Inc.
Valley-Leavitt Insurance Agency, Inc.
Western Dakota Insurors, Inc.
Whitfield's United Insurance Agencies, Inc.
Zarosinski-Leavitt Insurance Agency of Oregon, Inc. (DBA Leavitt Group of Portland)
GBS Benefits, Inc.
GBS Benefits Insurance Agency (DBA)