

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
LOTS INTERMEDIATE CO.**

The undersigned, being all of the members of the Board of Directors (collectively, the "**Board**") of LOTS Intermediate Co., a Delaware corporation (the "**Company**"), pursuant to the provisions of the Delaware General Corporation Law, in lieu of holding a special meeting of the Board, do hereby authorize, adopt and approve the following resolutions, as evidenced by their signatures hereto, effective as of December 14, 2016 (the "**Effective Date**"):

WHEREAS, the Board deems it to be in the best interests of the Company to enter into that certain Stock Purchase Agreement by and between Company and General Casualty Company of Wisconsin, a Wisconsin company (the "**Seller**"), substantially in the form attached hereto as Exhibit A (the "**Stock Purchase Agreement**"), pursuant to which the Company will, among other things, purchase and acquire all of the outstanding shares of the capital stock of Blue Ridge Indemnity Company, Inc., a Wisconsin domestic stock insurance company ("**Blue Ridge**"), from Seller (the "**Stock Purchase**");

WHEREAS, the Board deems it to be in the best interests of the Company to cause Blue Ridge to enter into each of the Administrative Services Agreement and the Loss Portfolio Transfer and Quota Share Reinsurance Agreement, by and between Blue Ridge and the Seller (such agreements, together with the Stock Purchase Agreement, the "**Transaction Documents**");

WHEREAS, it will be necessary for the Company to execute and file certain documents with the various state insurance departments to reflect the aforementioned Stock Purchase;

WHEREAS, the Company desires to avoid having to adopt separate individual resolutions for each state in the future.

NOW THEREFORE LET IT BE RESOLVED, that the forms, terms and provisions of the Transaction Documents, including all exhibits and schedules attached thereto, be, and hereby are, approved;

FURTHER RESOLVED, that the President, Vice President, Treasurer, Secretary and any other officer of the Company (each such person, an "**Authorized Officer**") be, and each of them hereby is, authorized and empowered to execute and deliver the Transaction Documents, including all exhibits and schedules attached thereto, in the name and on behalf of the Company with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery

thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions or changes);

FURTHER RESOLVED, that the Company be, and hereby is, authorized and empowered to perform all of its obligations under the Transaction Documents, including but not limited to, the Stock Purchase;

FURTHER RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby are, authorized on behalf of the Company to take any and all actions that they may deem necessary or advisable in connection with the Stock Purchase to offer and sell insurance policies, including but not limited to, Form A filings, any registrations, filings and qualifications of (a) the Company, and its respective officers, agents and employees, and (b) the insurance policies, under the insurance laws of any of the states of the United States of America and other jurisdictions, and in connection therewith, to prepare, execute, deliver and file all such applications, requests, undertakings, reports, covenants, resolutions, applications for exemptions, consents to service of process and other papers and instruments as may be required under such laws, and to take any and all further action which said Authorized Officers of the Company may deem necessary or desirable (including entering into whatever agreements and contracts may be necessary) in order to maintain such registrations or qualifications for as long as said Authorized Officers deem it to be in the best interests of the Company.

FURTHER RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the Secretary or the Assistant Secretary of the Company be, and hereby is, authorized in the name and on behalf of the Company, to certify any more formal or detailed resolutions as such officer may deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the Board as if set forth at length herein;

FURTHER RESOLVED, that, if with respect to any state insurance department, a prescribed form of resolution or resolutions is required to be adopted by the Board, each such resolution shall be deemed to have been and hereby is adopted by this Unanimous Written Consent; and

FURTHER RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of the Board effective as of the Effective Date.



Richard S. Kahlbaugh



Michael F. Grasher

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
FORTEGRA FINANCIAL CORPORATION**

The undersigned, being all of the members of the Board of Directors of Fortegra Financial Corporation, a Delaware corporation (collectively, the “**Board**”), constituting the sole shareholder of LOTS Intermediate Co., a Delaware corporation (the “**Company**”), pursuant to the provisions of the Delaware General Corporation Law, in lieu of holding a special meeting of the Board, do hereby authorize, adopt and approve the following resolutions, as evidenced by their signatures hereto, effective as of December 14, 2016 (the “**Effective Date**”):

WHEREAS, the Board deems it to be in the best interests of the Company to enter into that certain Stock Purchase Agreement by and between Company and General Casualty Company of Wisconsin, a Wisconsin company (the “**Seller**”), substantially in the form attached hereto as Exhibit A (the “**Stock Purchase Agreement**”), pursuant to which the Company will, among other things, purchase and acquire all of the outstanding shares of the capital stock of Blue Ridge Indemnity Company, Inc., a Wisconsin domestic stock insurance company (“**Blue Ridge**”), from Seller (the “**Stock Purchase**”);

WHEREAS, the Board deems it to be in the best interests of the Company to cause Blue Ridge to enter into each of the Administrative Services Agreement and the Loss Portfolio Transfer and Quota Share Reinsurance Agreement, by and between Blue Ridge and the Seller (such agreements, together with the Stock Purchase Agreement, the “**Transaction Documents**”);

WHEREAS, it will be necessary for the Company to execute and file certain documents with the various state insurance departments to reflect the aforementioned Stock Purchase;

NOW, THEREFORE LET IT BE RESOLVED, that the forms, terms and provisions of the Transaction Documents including all exhibits and schedules attached thereto, be, and hereby are, approved;

FURTHER RESOLVED, that the President, Vice President, Treasurer, Secretary and any other officer of the Company (each such person, an “**Authorized Officer**”) be, and each of them hereby is, authorized and empowered to execute and deliver the Transaction Documents including all exhibits and schedules attached thereto, in the name and on behalf of the Company with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions or changes);

FURTHER RESOLVED, that the Company be, and hereby is, authorized and empowered to perform all of its obligations under the Transaction Documents, including but not limited to, the Stock Purchase;

FURTHER RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby are, authorized on behalf of the Company to take any and all actions that they may deem necessary or advisable in connection with the Stock Purchase to offer and sell insurance policies, including but not limited to, Form A filings, any registrations, filings and qualifications of (a) the Company, and its respective officers, agents and employees, and (b) the insurance policies, under the insurance laws of any of the states of the United States of America and other jurisdictions, and in connection therewith, to prepare, execute, deliver and file all such applications, requests, undertakings, reports, covenants, resolutions, applications for exemptions, consents to service of process and other papers and instruments as may be required under such laws, and to take any and all further action which said Authorized Officers of the Company may deem necessary or desirable (including entering into whatever agreements and contracts may be necessary) in order to maintain such registrations or qualifications for as long as said Authorized Officers deem it to be in the best interests of the Company;

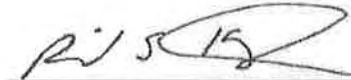
FURTHER RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the Secretary or the Assistant Secretary of the Company be, and hereby is, authorized in the name and on behalf of the Company, to certify any more formal or detailed resolutions as such officer may deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the Board as if set forth at length herein;

FURTHER RESOLVED, that, if with respect to any state insurance department, a prescribed form of resolution or resolutions is required to be adopted by the Board, each such resolution shall be deemed to have been and hereby is adopted by this Unanimous Written Consent; and

FURTHER RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of the Board effective as of the Effective Date.


Richard Kahlbaugh

Jonathan Ilany

Randy Maultsby

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of the Board effective as of the Effective Date.

Richard Kahlbaugh




Jonathan Pany

Randy Maulsby

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent of the Board effective as of the Effective Date.

Richard Kahlbaugh

Jonathan Hany


Randy Maulsby

**UNANIMOUS WRITTEN CONSENT
OF
THE SOLE SHAREHOLDER
OF
LOTS INTERMEDIATE CO.**

The undersigned, constituting the sole shareholder ("**Sole Shareholder**") of LOTS Intermediate Co., a Delaware corporation (the "**Company**"), pursuant to the provisions of the Delaware General Corporation Law, acting by written consent in lieu of holding a special meeting, does hereby authorize, adopt and approve the following resolutions effective as of December 14, 2016 (the "**Effective Date**");

WHEREAS, the Sole Shareholder deems it to be in the best interests of the Company to enter into that certain Stock Purchase Agreement by and between Company and General Casualty Company of Wisconsin, a Wisconsin company (the "**Seller**"), substantially in the form attached hereto as Exhibit A (the "**Stock Purchase Agreement**"), pursuant to which the Company will, among other things, purchase and acquire all of the outstanding shares of the capital stock of Blue Ridge Indemnity Company, Inc., a Wisconsin domestic stock insurance company ("**Blue Ridge**"), from Seller (the "**Stock Purchase**");

WHEREAS, the Sole Shareholder deems it to be in the best interests of the Company to cause Blue Ridge to enter into each of the Administrative Services Agreement and the Loss Portfolio Transfer and Quota Share Reinsurance Agreement, by and between Blue Ridge and the Seller (such agreements, together with the Stock Purchase Agreement, the "**Transaction Documents**");

WHEREAS, it will be necessary for the Company to execute and file certain documents with the various state insurance departments to reflect the aforementioned Stock Purchase;

NOW THEREFORE LET IT BE RESOLVED, that the Sole Shareholder hereby consents to and ratifies the forms, terms and provisions of the Transaction Documents, including all exhibits and schedules attached thereto; and hereby consents to the Stock Purchase;

FURTHER RESOLVED, that the President, Vice President, Treasurer, Secretary and any other officer of the Company (each such person, an "**Authorized Officer**") be, and each of them hereby is, authorized and empowered to execute and deliver the Transaction Documents, including all exhibits and schedules attached thereto, in the name and on behalf of the Company with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions or changes);

FURTHER RESOLVED, that the Company be, and hereby is, authorized and empowered to perform all of its obligations under the Transaction Documents, including but not limited to, the Stock Purchase;

FURTHER RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby are, authorized on behalf of the Company to take any and all actions that they may deem necessary or advisable in connection with the Stock Purchase to offer and sell insurance policies, including but not limited to, Form A filings, any registrations, filings and qualifications of (a) the Company, and its respective officers, agents and employees, and (b) the insurance policies, under the insurance laws of any of the states of the United States of America and other jurisdictions, and in connection therewith, to prepare, execute, deliver and file all such applications, requests, undertakings, reports, covenants, resolutions, applications for exemptions, consents to service of process and other papers and instruments as may be required under such laws, and to take any and all further action which said Authorized Officers of the Company may deem necessary or desirable (including entering into whatever agreements and contracts may be necessary) in order to maintain such registrations or qualifications for as long as said Authorized Officers deem it to be in the best interests of the Company;

FURTHER RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the Secretary or the Assistant Secretary of the Company be, and hereby is, authorized in the name and on behalf of the Company, to certify any more formal or detailed resolutions as such officer may deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the Sole Shareholder as if set forth at length herein;

FURTHER RESOLVED, that, if with respect to any state insurance department, a prescribed form of resolution or resolutions is required to be adopted by the Board, each such resolution shall be deemed to have been and hereby is adopted by this Unanimous Written Consent; and

FURTHER RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Written Consent effective as of the Effective Date.

FORTEGRA FINANCIAL CORPORATION
(SOLE SHAREHOLDER)

By: Chris Romaine
Christopher D. Romaine
Secretary

