



**RESOLUTION
ADOPTING AGREEMENT AND PLAN OF MERGER
BOARD OF DIRECTORS OF
LITTLE BLACK MUTUAL INSURANCE COMPANY**

WHEREAS, the Board of Directors of LITTLE BLACK MUTUAL INSURANCE COMPANY ("Little Black") determines that merger of Little Black with FARMINGTON MUTUAL INSURANCE COMPANY ("Farmington") is in the common interests of the members of both companies; that merger will result in the greater financial strength of the surviving company and provide greater security to Little Black's members by combining the assets and reserves of the companies, spreading the risk of loss, and reducing the costs of operation; and

WHEREAS, the Board of Directors determines that merger of Little Black with Farmington will increase public confidence and confidence of lending institutions in the financial stability of the surviving company; and

WHEREAS, the Board of Directors has reviewed the Agreement and Plan of Merger (the "Agreement") and has determined that the Agreement is reasonable, fair and equitable to Little Black's members.

RESOLVED, that the officers of Little Black be and hereby are authorized and directed to execute and deliver the Agreement in the name and on behalf of Little Black substantially in the form authorized as aforesaid, such execution and delivery to constitute conclusive evidence of such approval.

FURTHER RESOLVED, that Little Black's officers be and hereby are authorized and directed to do such other things and execute and deliver all documents, agreements, certificates and instruments as may be necessary or proper to fully carry out and implement the Agreement.

This resolution was adopted by the Board of Directors for Little Black Mutual at their meeting held on: August 2, 2018

This resolution is certified by Secretary of the Board of Directors for Little Black Mutual:

Print Name: Donald C. Boss

Signature: *Donald C. Boss*

Date: 8/2/2018

