



# 466237

REPUBLIC MORTGAGE INSURANCE COMPANY OF FLORIDA

November 6, 2001

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
Attn: Amendment Section

800004671518--3  
-11/07/01--01081--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Republic Mortgage Insurance Company of Florida  
Articles of Amendment to Articles of Incorporation

Attached please find three original copies of the proposed Articles of Amendment to Articles of Incorporation of Republic Mortgage Insurance Company of Florida as well as a company check in the amount of \$35.00 in payment of the amendment filing fee. All copies have been examined and approved with the Florida Department of Insurance, effective October 29, 2001.

The Amendment increases the par value of the Common Stock from \$15 per share to \$38 per share at 66,667 shares of stock in order to increase the Common capital stock from \$1,000,005 to \$2,533,346. Upon your approval, a new stock certificate at the new par value of \$38 will be issued to Old Republic Mortgage Guaranty Group in exchange for the stock certificate outstanding at \$15 par value.

We hereby request your approval of the Articles of Amendment to the Articles of Incorporation of Republic Mortgage Insurance Company of Florida. Please indicate your approval on all three copies and forward me two copies of Amended Articles in the attached postage paid envelope.

Once the Articles of Amendment to the Articles have been approved, please provide Republic of Florida with fifty (50) certified copies of the Amendment to the Articles of Incorporation. I have also attached a company check in the amount of \$637.50 in payment of the certification fees. I have attached a postage paid envelope for your convenience in mailing the certified copies back to me.

*Returned  
replaced w/ \$437.50*

Thank you for your assistance with this matter. If you should have any questions, please contact me on my toll free number at 1-800-999-7642, extension 4270.

Sincerely,

*Willonda Thomas*

Willonda Thomas  
Compliance Technician

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A Subsidiary of Old Republic International Corporation

P.O. Box 2514 • Winston-Salem, NC 27102 • (800) 999-7642

*ac 11/21*

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
REPUBLIC MORTGAGE INSURANCE COMPANY  
OF FLORIDA**

**APPROVED  
INSURANCE COMMISSIONER  
AND TREASURER**

OCT 29 2001

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

Legal Division

1. The name of this corporation is Republic Mortgage Insurance Company of Florida.
2. Article III of the Articles of Incorporation of this corporation originally filed on December 16, 1974 with the Secretary of State of the State of Florida, which was amended by Articles of Amendment filed on September 28, 1981, is hereby further amended to read in its entirety as follows:

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be sixty-six thousand six hundred sixty-seven (66,667) shares of the nominal or par value of Thirty-eight Dollars (\$38) per share, which shall be and are hereby designated as Common Stock.

The capital of this corporation authorized herein may be increased from time to time according to law and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law.

Every holder of Common Stock shall be entitled at each meeting of the stockholders of this corporation and upon each proposal presented at such meeting, or in the case of each and every written consent, to one (1) vote for each and every share of stock standing in his or its name on the books of the corporation. All shares of stock issued in accordance with the provisions of this Article shall be fully paid and nonassessable.

No holder of the Common Stock of this corporation shall have a preemptive right because of his stockholdings to have first offered to him any part of any stock of the corporation hereafter issued, optioned or sold, or any part of any debentures, bonds and securities of this corporation convertible into stock hereafter issued, optioned or sold by the corporation. Any and all of the shares of Common Stock of this corporation presently authorized, and all of the shares of Common Stock of this corporation which may be hereafter authorized, may at any time be issued, optioned and contracted for sale and/or sold and disposed

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TALLAHASSEE, FLORIDA

of by direction of the Board of Directors of the corporation to such persons and upon such terms and conditions as the Board of Directors may deem proper and advisable without first offering the Common Stock or any part thereof to the holders of the Common Stock of the corporation.

3. The foregoing amendment was adopted by Old Republic Mortgage Guaranty Group, Inc., the sole shareholder of Republic Mortgage Insurance Company of Florida, on August 16, 2001.

IN WITNESS WHEREOF, this corporation has caused these Articles of Amendment to be executed by its President and by its Secretary this 16<sup>th</sup> day of August, 2001.

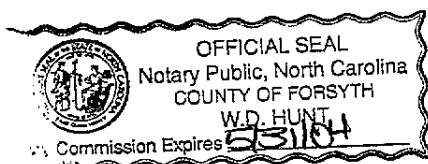
REPUBLIC MORTGAGE INSURANCE COMPANY  
OF FLORIDA

By: William A. Simpson  
President

By: Elizabeth C. Dixon  
Secretary

STATE OF NORTH CAROLINA  
COUNTY OF Forsyth

The foregoing document was acknowledged before me this 16th day of August, 2001, by William A. Simpson and Elizabeth C. Dixon, President and Secretary, respectively, of Republic Mortgage Insurance Company of Florida on behalf of the corporation.



NOTARY PUBLIC W.D. Hunt  
MY COMMISSION EXPIRES: 5/31/04