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Amendment
filed 12-20-82

11 pgs.

RUSH, MARSHALL, BERGSTROM, REBER AND GABRIELSON, P A
ATTORNEYS AT LAW

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699077

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December 17, 1982

PERSONAL AND CONFIDENTIAL

Mr. Dana McKinnon
Director, Division of Corporations
Department of State
The Capitol, Room 2001
Tallahassee, FL 32301

2800 12/23/82
518 12
2802 12/23/82
518 5 15 15

Re: Certificate of Amendments
to the Declaration of Trust
of Attorneys' Title Insurance
Fund.

Dear Dana:

Pursuant to telephone conversation today between my secretary,
Debi Mauget, and your secretary, Betty Peck, I enclose the
following:

1. Original and one copy of Certificate of Amendments to
the Declaration of Trust of Attorneys' Title Insurance Fund which
has been executed in duplicate. The original needs to be filed
by Thursday, December 23, 1982. Please certify the duplicate copy
of the Certificate and return it to me at my law office address.

2. Check from my law firm in the amount of \$30.00 to cover
the following:

Filing Fee	\$15.00
Certified Copy	15.00
Total	\$30.00

I appreciate very much your handling this and making sure
that it gets filed not later than Thursday, December 23, 1982.

Regards and best wishes for the holiday season.

MB
JA 12-20
FGR/dm
Enclosures

Cordially yours,
Fletcher G. Rush

C. TAX _____
FILING _____ 15
CHECK _____
TOTAL _____ 30
N. CHECK _____
BALANCE DUE _____
REFUND _____

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TALLAHASSEE, FLORIDA
Amend

CERTIFICATE OF
AMENDMENTS TO THE DECLARATION OF
TRUST OF LAWYERS' TITLE GUARANTY FUND

We, John D. Brion and Paul B. Comstock, do hereby certify that we are the Chairman of the Board of Trustees and the Executive Secretary respectively of ATTORNEYS' TITLE INSURANCE FUND, a business trust under the laws of the State of Florida, and that the Declaration of Trust of Lawyers' Title Guaranty Fund filed in the office of the Secretary of State of the State of Florida on March 22, 1947, as heretofore amended by amendments filed in said office on April 26, 1950; February 15, 1951; April 5, 1951; June 3, 1955; December 22, 1956; October 9, 1959; November 9, 1960; October 4, 1966; November 6, 1968; November 24, 1976; February 9, 1979; November 21, 1979; December 31, 1979; May 25, 1982, which changed its name to Attorneys' Title Insurance Fund effective July 1, 1982; and November 2, 1982; was further amended by the following amendments to said Declaration of Trust which are to become effective on January 1, 1983, and which were duly adopted by an affirmative vote of three-fourths of all of the members of the Board of Trustees at a meeting of the Board of Trustees duly called and held on December 3, 1982:

Section 1 is amended to read as follows:

Section 1. PURPOSE: The purpose of this trust is to establish and maintain a fund for insuring titles to, interests in, and liens upon, real estate, through Members and authorized officers of Attorneys' Title Insurance Fund, hereinafter sometimes referred to as The Fund.

Section 4 is amended to read as follows:

Section 4. DEFINITIONS: As used in this Declaration of Trust, the following definitions shall control:

- (a) "Insured" shall mean the person, natural or artificial, to whom a policy is issued.
- (b) "Contribution" shall mean the money a person shall remit to The Fund to become a Member or for issuing a policy that obligates The Fund. The money required to become a Member shall be referred to as "initial contribution" and that required for issuing a policy shall be referred to as "additional contribution".

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TALLAHASSEE, FLORIDA
CLERK OF THE COURT

(c) "Fund" or "The Fund" or "the Trust" shall mean the trust organization and the trust estate at any time existing under this Declaration of Trust and amendments thereto and shall include the total assets at any time existing and under the control of the Board of Trustees.

(d) "Insurance" or "title insurance", unless the context denotes otherwise, shall mean insurance of title to, interest in, or lien upon, real estate under a policy issued by a Member or authorized officer of The Fund on a form provided by The Fund.

(e) "Member" shall mean a cestui que trust of The Fund who has been approved and has qualified for membership, who is actively engaged in the private practice of law in Florida, and whose membership has not been terminated or suspended.

(f) "Inactive Member" shall mean a Member whose membership has been classified as inactive pursuant to regulation adopted by the Board of Trustees.

(g) "Policy" shall mean any contract issued by any Member or authorized officer of The Fund by which The Fund insures to an insured the title to, interest in, or lien upon, real estate on a form provided by The Fund.

(h) "Trustee", "the Trustee", or "Board of Trustees" shall mean the collective group of persons designated by the provisions of this instrument as the governing body of the Trust herein created.

(i) Terms used herein that are singular in form shall include plural and plural shall include singular where the context requires such construction.

Section 5 is amended to read as follows:

Section 5. QUALIFICATIONS FOR AND CLASSIFICATION OF MEMBERS: Initial membership in Attorneys' Title Insurance Fund shall be limited to persons who are actively engaged in the private practice of law in Florida and have been accepted for membership in The Fund. The Board of Trustees may by regulation provide classification for Members.

Section 7 is amended to read as follows:

Section 7. TERMINATION AND SUSPENSION OF MEMBERSHIP:

(a) Termination: Membership in The Fund shall terminate:

- (1) With the death of the Member.
- (2) When the Member ceases to be licensed to practice law in Florida by disbarment, resignation from The Florida Bar, or otherwise, or when the Member is disbarred for misconduct in any other State or the District of Columbia.
- (3) When the Member tenders his written resignation from The Fund.

(b) Termination or Suspension: A membership may be terminated or suspended if the Member is found to be:

- (1) No longer practicing law in Florida.
- (2) Guilty of conduct that constitutes a cause for disbarment or suspension of his right to practice law in any court in Florida. Proceedings for disbarment or suspension of the member's license to practice law in Florida shall not be a prerequisite to termination or suspension of his membership in The Fund, nor shall a failure of disbarment or suspension of license to practice law in Florida preclude or abate termination or suspension of membership proceedings of The Fund.
- (3) Issuing Fund commitments, guarantees, or policies that demonstrate the Member is dishonest, negligent, or incompetent or is otherwise a hazard to The Fund.
- (4) Disregarding The Fund's Declaration of Trust or any regulations or rules adopted by The Fund's Board of Trustees.

Section 13 is amended to read as follows:

Section 13. CHAIRMAN OF THE BOARD OF TRUSTEES: Between January 1 and July 1 of each year the Board of Trustees shall elect one of their number as the Chairman for a term of one year to begin July 1 and end June 30, or until a successor is elected, but no Trustee shall be Chairman for more than four consecutive years. In the absence of the Chairman, the Trustees present at any meeting may designate a Chairman Pro Tem. The Board of Trustees may, in its discretion, provide a salary or compensation for the Chairman commensurate with the duties imposed upon and performed by him.

Section 14 is amended to read as follows:

Section 14. TRUSTEES MEETINGS:

(a) Regular Meetings: The Board of Trustees shall meet at least once each year at the place and at the time fixed by the Board. If the Board at a meeting fails to fix the time and place of the next meeting the Chairman of the Board or any five Members may in writing set a time and place and instruct the Executive Secretary to mail written notice of the place and time of such meeting. Such notice shall be mailed not less than ten days before the time set for the meeting.

(b) Special Meetings: A special meeting of the Board may be called by a written request to the Executive Secretary by the Chairman or any five members of the Board; which request shall state the purpose of the meeting. Within two days excluding holidays and weekends after the receipt of such written request, the Executive Secretary shall mail notice of the meeting to each trustee stating the place and time of the meeting; who requested

the meeting, and the matters to be considered at the meeting; provided, however, such notice may be waived in writing or by three-fourths of the trustees attending and participating in the special meeting. The written waiver shall be made a part of the minutes of the meeting.

Section 16 is amended to read as follows:

Section 16. QUORUM AND NUMBER OF TRUSTEES REQUIRED TO ACT: A quorum for the purpose of meetings of the Board of Trustees shall be a majority of all of the Trustees. An affirmative vote by a majority of the total membership of the Board of Trustees shall be necessary for the Board to act on any matter except as may otherwise be provided in this Declaration.

Section 20 is amended to read as follows:

Section 20. EXECUTIVE COMMITTEE: The Board of Trustees shall appoint from its membership an Executive Committee of three or more Trustees and designate the Chairman thereof. The Executive Committee shall have and may exercise the powers of the Board of Trustees between meetings of the Board of Trustees, and such Executive Committee is authorized to act by telephone conference call participated in by a majority of the committee where each participant is able to hear the discussion of all of the other members of the committee participating, except that the Executive Committee shall have no authority to amend this Declaration of Trust.

Section 25 is renumbered 26 and a new Section 25 is adopted to read as follows:

Section 25. AUDIT COMMITTEE: The Board of Trustees shall appoint a committee composed of three or more Trustees to be known as the Audit Committee and designate one of them Chairman. It shall be the duty of the Audit Committee to review the annual audit of The Fund and matters pertinent to the annual audit, and to make such recommendations to the Board as the committee deems appropriate.

Renumbered Section 26 is amended to read as follows:

Section 26. EXECUTIVE SECRETARY AND ASSISTANT EXECUTIVE SECRETARIES AND TITLES OF OFFICERS: The Board of Trustees shall appoint an Executive Secretary and may appoint one or more Assistant Executive Secretaries. The Executive Secretary shall direct and carry on the affairs of The Fund, subject to the direction and control of the Board of Trustees and employ other persons as needed for carrying on The Fund's affairs. An Assistant Executive Secretary shall perform such duties as shall be assigned by the Executive Secretary. The Board may authorize the Executive Secretary to use the

title President, an Assistant Executive Secretary, to use the title Executive Vice President, and one or more Assistant Executive Secretaries to use the title Senior Vice President or Vice President.

Section 26 is renumbered 27.

Section 27 is renumbered 28.

The title that presently reads GUARANTEES, INSURANCE, FORMS AND REINSURANCE and appears immediately preceding Section 28 is amended to read INSURANCE, FORMS AND REINSURANCE.

Section 28 is renumbered 29 and is amended to read as follows:

Section 29. POLICIES OF INSURANCE: Attorneys' Title Insurance Fund shall be liable as insuror of the title to, other interest in, or lien upon real property to the extent of the declared or insured value of the property or the stated amount of indebtedness, as stated in the policy duly issued by Attorneys' Title Insurance Fund on a printed form of Attorneys' Title Insurance Fund. The liability shall be for the title, other interest in, or lien upon the real property set forth in the policy and subject to all the exceptions and conditions in the policy. The Fund shall not be liable on any policy that is not on a form issued by it.

Section 29 is renumbered 30 and is amended to read as follows:

Section 30. FORMS: The Board of Trustees shall adopt, establish and amend the forms for the use of Members for issuing policies of title insurance, and said forms shall be drawn as nearly as practicable in conformity with standard forms generally accepted for title insurance.

Section 30 is renumbered 31 and is amended to read as follows:

Section 31. REINSURANCE: The Fund may reinsure all or any part of any title risk it assumes and may reinsure title risks for other title insurers.

Section 31 is renumbered 32 and is amended to read as follows:

Section 32. MEMBER'S ACCOUNTS: Each Member shall have such accounts on the books of The Fund as may be necessary to maintain an accurate record of all financial transactions between The Fund and such Member, and the Board of Trustees shall adopt regulations governing the establishment and administration of such accounts.

Section 32 is deleted in its entirety.

Section 33 is deleted and replaced by a new Section 33 to read as follows:

Section 33. OTHER ACCOUNTS: The Board of Trustees shall by regulation authorize the establishment and administration of such other accounts on the books of The Fund as may be necessary to maintain an accurate record of all financial transactions of The Fund.

Section 34 is deleted and replaced by a new Section 34 to read as follows:

Section 34. SURCHARGING OF ACCOUNTS:

(a) The accounts of a Member may in whole or in part be charged for (1) any debt or obligation owed by the Member to The Fund, including but not limited to the non-payment of additional contribution, initial contribution, and reasonable charges for the issuance of any policy by The Fund for which the Member caused The Fund to be obligated to issue; (2) a claim loss paid by The Fund under any commitment, policy or closing protection letter of which The Fund's Claim Committee by vote of a majority of its members has determined in its best judgement was caused through negligent, dishonest or fraudulent act of the Member.

(b) The accounts of a non-Member may in whole or in part be charged to the same extent as those of a Member.

(c) Any recovery of a loss by The Fund, by subrogation or otherwise, less the expense of recovery, shall be applied to restore the account or accounts previously charged with such loss, and if more than one account is charged such restoration shall be made on a pro-rata basis. Any excess recovered over amounts previously charged shall belong to The Fund.

Section 35 and the NOTE following it are deleted in their entirety.

The title that presently reads LOSSES, NET EARNINGS AND INTEGRITY OF FUND, and appears immediately preceding Section 36 of the Declaration of Trust, is amended to read NET INVESTMENT INCOME AND INTEGRITY OF FUND.

Section 36 is deleted in its entirety.

Section 37 is renumbered 35 and is amended to read as follows:

Section 35. ALLOCATION OF NET INVESTMENT INCOME OR NET INVESTMENT LOSS: As of the end of each year, the net investment income or net investment loss of The Fund for the year shall be allocated as provided in the Regulations adopted by the Board of Trustees.

Section 38 is renumbered 36 and is amended to read as follows:

Section 36. INTEGRITY OF THE FUND: The financial integrity of The Fund must be maintained in the

interest of its policyholders and the public. Any payment to any Member or non-Member of all or any portion of the credits in that Member's or non-Member's account or accounts which, if made, would reduce The Fund's surplus to policyholders, as determined by the most recent annual statement filed with the Insurance Commissioner of Florida, below the amount which shall be established not less frequently than annually by the Trustees to protect the financial integrity of The Fund, shall be deferred until making such payment will not reduce The Fund's surplus to policyholders below such amount established by the Trustees. In establishing this minimum surplus to policyholders the Trustees shall take into consideration the scope and amount of policy exposure, pending and potential claims, the amount of surplus required to maintain acceptability of Fund policies, current and projected economic conditions, and any other relevant criteria.

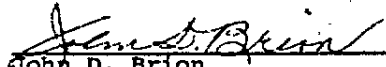
Sections 39, 40, 41 and 41A are deleted in their entirety and a new Section 37 is adopted to read as follows:


Section 37. PAYMENT OF ACCOUNTS: Subject to the limitations imposed by Section 36 of this Declaration of Trust, the Trustees shall pay the credit balances in Fund accounts and shall adopt regulations governing the administration of such payments.

Section 42 is renumbered 38.

Section 43 is renumbered 39.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of ATTORNEYS' TITLE INSURANCE FUND this 15th day of December, 1982.


John D. Brion
As Chairman of the Board of Trustees
of Attorneys' Title Insurance Fund


Paul B. Comstock
As Executive Secretary of
Attorneys' Title Insurance Fund

AFFIDAVIT

STATE OF FLORIDA)

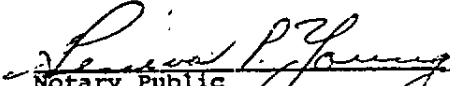
COUNTY OF DADE)

On this day personally appeared before me, the undersigned authority, JOHN D. BRION, to me known to be one of the persons who executed the foregoing Certificate, who being first duly sworn, deposed and stated that he is the duly appointed, qualified and acting Chairman of the Board of Trustees of Attorneys' Title Insurance Fund, a business trust under the laws of the State of Florida, that the document attached hereto was duly executed by him and is a true and correct copy of amendments to the Declaration of Trust of Attorneys' Title Insurance Fund which were duly adopted by the Board of Trustees of Attorneys' Title Insurance Fund at a meeting held on the 3rd day of December, 1982, in conformity with the provisions of the Declaration of Trust as amended heretofore filed with the Secretary of State and the Department of State of Florida; and he acknowledged before me that he executed the foregoing Certificate for the uses and purposes therein expressed; and the Department of State of the State of Florida is hereby requested to file the foregoing amendments to said Declaration of Trust and issue to said business trust a certificate that said amendments have been duly filed in that office as required by law.



John D. Brion

Sworn to, subscribed and
acknowledged before me this
15th day of December, 1982.



Notary Public
State of Florida at Large

My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES AUG. 6 1983
BONDED THROUGH GENERAL INVESTMENT BROKERS

AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF ORANGE)

On this day personally appeared before me, the undersigned authority, PAUL B. COMSTOCK, to me known to be one of the persons who executed the foregoing Certificate, who being first duly sworn, deposed and stated that he is the duly appointed, qualified and acting Executive Secretary of Attorneys' Title Insurance Fund, a business trust under the laws of the State of Florida, that the document attached hereto was duly executed by him and is a true and correct copy of amendments to the Declaration of Trust of Attorneys' Title Insurance Fund which were duly adopted by the Board of Trustees of Attorneys' Title Insurance Fund at a meeting held on the 3rd day of December, 1982, in conformity with the provisions of the Declaration of Trust as amended heretofore filed with the Secretary of State and the Department of State of Florida; and he acknowledged before me that he executed the foregoing Certificate for the uses and purposes therein expressed; and the Department of State of Florida is hereby requested to file the foregoing amendments to said Declaration of Trust and issue to said business trust a certificate that said amendments have been duly filed in that office as required by law.

Paul B. Comstock
Paul B. Comstock

Sworn to, subscribed and
acknowledged before me this
17th day of December, 1982.

Mary S. Caprilla
Notary Public
State of Florida at Large

My Commission expires: Jan. 31, 1985