

699077

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

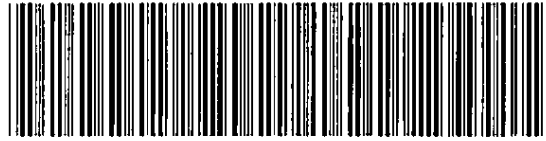
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000417508600

09/26/23--01027--013 **35.00

FILED

2023 SEP 26 AM 9:34

[Handwritten signature]

LTGF
(F/K/A ATTORNEYS' TITLE INSURANCE FUND)
A FLORIDA BUSINESS TRUST
P.O. Box 811162, BOCA RATON, FL 33481-1162
(407) 955-4000

September 14, 2023

Attn: Amendments Section
Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314-6327

Via Express Service

Re: Amendment(s) to Document No. 699077 Adopted September 13, 2023

Please file the enclosed Certificate Re: Amended and Restated Declaration of Trust of LTGF
(F/N/A Attorneys' Title Insurance Fund) a Florida Business Trust, adopted September 13, 2023).

Payment is included to cover the \$35.00 filing fee.

Thank you for your cooperation and assistance.

Sincerely,



John H. Simmons
President & Executive Secretary


2023 SEP 26 AM 9:34

FILED

CERTIFICATE
AMENDED AND RESTATED
DECLARATION OF TRUST OF
LTGF
(F/K/A ATTORNEYS' TITLE INSURANCE FUND)
(Florida Division of Corporations Document #699077)
(ADOPTED SEPTEMBER 13, 2023)

The undersigned does hereby certify that he is the President and Executive Secretary of LTGF, a business trust (*F/K/A Attorneys' Title Insurance Fund*), organized and existing under the laws of the State of Florida. Said entity is referenced by the Florida Division of Corporations as document #699077.

Attached hereto is a true and correct copy of the Amended and Restated Declaration of Trust of LTGF adopted by the Board of Trustees of LTGF (*F/K/A Attorneys' Title Insurance Fund*) at a meeting of the Board of Trustees duly called and held on September 13, 2023.



John H. Simmons
President & Executive Secretary of LTGF

State of Florida
County of Palm Beach

The foregoing Certificate was subscribed and sworn to before me by ☒ physical presence or ☐ online notarization, this 14th day of September, 2023 by John H. Simmons, who ☒ produced a Florida driver's license as identification, or ☐ is personally known to me.



NOTARY PUBLIC – STATE OF FLORIDA



FILED
2023 SEP 26 AM 9:34
Palm Beach, FL

**AMENDED AND RESTATED
DECLARATION OF TRUST
OF
LTGF**

(F/K/A ATTORNEYS' TITLE INSURANCE FUND)

KNOW ALL MEN BY THESE PRESENTS, that a Trust is hereby declared and established and the purpose, name, provisions, and conditions thereof are:

PURPOSE, NAME AND DEFINITIONS

Section 1. **PURPOSE:** The purpose of this Trust is to transact such business as may be permitted from time to time under the laws of this state.

Section 2. **PURE TRUST AND NOT PARTNERSHIP:** The Trust created by this Declaration of Trust shall be a pure Trust and only the Trust's assets shall be liable under any obligation arising under this Declaration of Trust. No Member shall have any right, title, or interest in and to any of the Trust's assets, except as herein provided, and the Members shall have no right of control or management of the trust estate or activities, except to elect Trustees as hereinafter provide. The Members shall not be held to be partners and no Member, except the Trustees as herein provide, shall act or attempt to act in behalf of the Trust.

Section 3. **NAME:** This Trust may be referred to as LTGF.

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

- (a) "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.
- (b) "Member" shall mean a person who has been approved and admitted as a Member by the Board of Trustees. A Member shall continue as a Member until the Member has resigned or their Membership has been terminated for any reason.
- (c) "Trustee", "The Trustee" or "Board of Trustees" shall mean the group of persons designated by the provisions of this declaration as the governing body of the Trust herein created.
- (d) Terms used herein that are singular in form shall include plural and plural shall include singular where the context requires such construction.

TERMINATION OF MEMBERSHIP

Section 5. **GROUND AND PROCEDURE:**

- (a) Membership in The Fund shall terminate automatically;

2023 SEP 26 AM 9:00
FILED
CLERK OF COURT

- (1) With the death of the member.
- (2) When the Member ceases to be licensed to practice law in Florida, 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) Membership in The Fund may be terminated by the Board of Trustees in its sole discretion.

(c) The Board of Trustees may adopt procedures for termination of membership.

(d) The termination of membership in The Fund does not entitle the Member to a return of any portion of any Member Account in any manner other than as though the membership has not been terminated.

TRUSTEES

Section 6. BOARD OF TRUSTEES: The affairs of LTGF shall be controlled and managed by a Board of Trustees which shall be composed of one Member from each judicial circuit for the State of Florida, or such other division of the State as may be provided hereafter for the state courts with general jurisdiction. An individual must be a Member for at least three (3) consecutive years before they may become a Trustee. The Trustees shall serve without remuneration, but they shall be reimbursed for their reasonable expense in performing their duties as Trustees.

Section 7. DISQUALIFICATION OR REMOVAL OF TRUSTEE:

(a) A Trustee may be removed by the Board of Trustees whenever, in its judgment, the best interest of LTGF will be served thereby.

(b) If a Trustee moves his principal office from the judicial circuit from which he was elected, or is no longer engaged in the active practice of law, then such Trustee shall be disqualified from further service on the Board of Trustees, a vacancy shall be declared, and an election or appointment of a successor Trustee shall immediately be held pursuant to Section 9 of this Declaration of Trust.

Section 8. TITLE AND CONTROL OF BOARD OF TRUSTEES: The Board of Trustees shall have sole title to the assets that come under the Trust hereby created, and subject to the provision of this Declaration of Trust, shall have full control and management of the Trust's assets and affairs. The Trustees shall not be liable to the Members beyond reasonable care and prudence and shall not be liable to others except in their representative capacity.

Section 9. ELECTION AND TERM OF TRUSTEES: A Trustee for a judicial circuit shall be elected by Members in the circuit from their own number. All Members of the Trust as of March 1 of an election year shall be entitled to vote, with each Member having one vote. Members in a circuit holding an election may be advised of the nominating and election process by any reasonable means including mail, notice in a Fund publication, electronically or any other

RECEIVED
MAR 26 AM 9:33

reasonable distribution method. Except for Trustees standing for re-election, nominations for Trustee shall be made in writing by not less than three Members having their law office (or principal law office) in the circuit, none of whom shall be in a law partnership or in the same law firm with each other and only one of whom may be in partnership or in the same law firm with the person being nominated. All nominations shall be filed with the Executive Secretary at the Headquarters' office prior to midnight on March 1, and if not filed prior to that time, the name of the nominee shall not be placed on the ballot. Trustees standing for re-election shall file a declaration to that effect with the Executive Secretary at the Headquarters office before midnight on March 1, and if not filed before that time, the name of the Trustee shall not be placed on the ballot. Failure to make a nomination shall result in a vacancy to be filled by the Trustees for the three-year term. If only one candidate is nominated for a particular vacancy, that candidate shall be declared elected by the Executive Secretary. In the event more than one candidate is nominated for a vacancy, an election shall be held by mail secret ballot and voting shall be limited to those previously nominated. The ballots shall be mailed on or before March 15 and voted ballots shall be filed with the Executive Secretary prior to midnight on March 30. Ballots not filed within such period of time shall not be counted or tabulated. A secure electronic voting process may be utilized in lieu of paper ballots provided the votes remain secret. The candidate for an office receiving a plurality of the votes cast shall be declared elected by the Executive Secretary. Any tie vote shall be resolved by the Chairman of the Board. The result of the election shall be reported in writing to the Board and recorded in its minutes. If a vacancy occurs the Trustees may appoint a Trustee to serve for the remainder of the term. If controversy arises as to the election of a Trustee, the Trustees, exclusive of the Trustee about which the controversy arises, shall determine the validity of the election. Trustee terms shall be for a three-year period commencing July 1 and ending June 30.

The terms of the Trustees at the time of the adoption of this amended Declaration expire on the dates shown by the following schedule:

GROUP	CIRCUIT	EXPIRATION DATE
1	1, 4, 5, 7, 10, 13	June 30, 2017
2	2, 6, 8, 9, 14, 17, 19	June 30, 2018
3	3, 11, 12, 15, 16, 18, 20	June 30, 2016

Trustees for newly created judicial circuits shall have their initial terms set by the Board to expire either 1, 2 or 3 years from their elections as required to maintain, as nearly as possible, a balance between the circuits as to Trustees whose terms expire in each year. When a new Judicial circuit is created, the Board shall elect the first Trustee for the circuit. Thereafter Members in the circuit shall elect the Trustee. If the circuits are changed, every Fund Trustee shall remain as Trustee for the remainder of the term for which he was elected for the circuit in which he has his law office (or principal law office). If a change results in more than one previous elected Trustee being in the same circuit, the Trustee whose term will be the last to end shall be the Trustee for the circuit and the terms of the others shall terminate.

Section 10. 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 when a successor is elected, whichever is later, 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.

Section 11. TRUSTEES' MEETINGS

(a) Designation of Meetings. The Board of Trustees may hold regular or special meetings; provided, however, at least one regular meeting shall be held each year and shall be designated the annual meeting of the Board of Trustees.

(b) Call of Meetings. Meetings of the Board of Trustees may be called by any five (5) Trustees or, the Chairman of the Board; provided, however, the annual meeting of the Board of Trustees shall not require a call of said meeting.

(c) Place of Meetings. All meetings of the Board of Trustees shall be held at the principal office of the Trust or at such other place, either within or without the State of Florida, as the Board of Trustees may from time to time designate; provided, however, no such meeting shall be held outside the State of Florida if at least five (5) Trustees object in writing not less than three (3) days before such meeting.

(d) Notice of Meeting. Written or printed notice stating the date, time, and place of any meeting of the Board of Trustees must be given to each Trustee not less than five (5) nor more than thirty (30) days before the meeting, by or at the direction of the Chairman or other officers or persons calling the meeting. Notice must be given, either in person, by telegraph, teletype or other form of electronic communication, or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Trustee at his or her address as it appears in the records of the Trust, with postage thereon paid. Except as otherwise specified in this Declaration, the notice need not specify the business to be transacted at, nor the purpose of, any meeting.

(e) Adjourned Meeting. A majority of the Trustees present, whether or not a quorum exists, may adjourn any meeting of the Board of Trustees to another date, time, and place. Notice of any such adjourned meeting shall be given to the Trustees who were not present at the time of the adjournment and, unless the date, time, and place of the adjourned meeting is announced at the time of the adjournment, to the other Trustees.

(f) Waiver of Notice.

(i) Actual Waiver. A Trustee may waive any required notice before or after the date and time stated in the notice. The waiver must be in writing, signed by the Trustee entitled to notice, and delivered to the Chairman for inclusion in the minutes or filing with the corporate records. Neither the business to be transacted at, nor the purpose of, any meeting of the Trustees need be specified in any written waiver of notice.

(ii) Constructive Waiver. A Trustee's attendance at a meeting waives his or her objection to lack of notice or defective notice of the meeting, unless at the beginning of the meeting or promptly upon his or her arrival at the meeting, the Trustee objects to the holding of the meeting or transacting business at the meeting.

(g) Quorum. A majority of the number of Trustees entitled to vote, as fixed by this Declaration, shall constitute a quorum for the transaction of business at any meeting of the Trustees, unless otherwise specifically provided by this Declaration or applicable law. Attendance shall be either in person, or by telephonic, radio or other communication whereby the distant Trustee and those Trustees present in person all hear and may speak to and be heard on the matters raised therein.

(h) Voting. Each Trustee who is entitled to vote and who is present at any meeting of the Board of Trustees shall be entitled to one (1) vote on each matter submitted to a vote of the Trustees.

(i) Presumption of Assent. A Trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action taken, unless he or she objects, at the beginning of the meeting or promptly upon his or her arrival at the meeting, to the holding of the meeting or the transacting of specified business at the meeting, or unless he or she votes against such action or abstains from the action taken.

(j) Proxies Prohibited. No Trustee may authorize another person or entity to act in said Trustee's stead by proxy or otherwise.

(k) Action of the Board. Any action required or which may be taken at a meeting of the Board of Trustees shall be taken and considered the act of the Board only if one of the following applies:

(i) Action Within a Meeting. The action is taken at a meeting of the Board of Trustees at which a quorum is present, whether in person, by telephonic, radio or other communication, and is taken pursuant to a vote of a majority of the Trustees so present, unless the act of a greater number is required by this Declaration or applicable law; or

(ii) Action Without a Meeting. The action is taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the Trustees. Action taken by written consent is effective when the last Trustee signs the consent, unless the consent specifies a different effective date. Such consent shall have the same effect as a meeting vote and may be described as such in any document.

(l) Recordation of Actions. All actions of the Board of Trustees shall be recorded in minutes, if taken during a meeting, or in an Action by Written Consent, if taken without a meeting, and shall be made available, upon request, to any Trustee, committee member or other person having inspection rights to such information.

(m) Procedure. The Board of Trustees may adopt their own rules of procedure which shall not be inconsistent with this Declaration or applicable law.

Section 12. BOARD OF TRUSTEES MAY ADOPT REGULATIONS: Subject to the provisions of this Declaration of Trust, by affirmative vote of a majority of all of the Trustees, the Board of Trustees may adopt regulations for the administration of the affairs of the Trust, to become effective upon adoption or such later date specified by the Board of Trustees.

Section 13. OFFICES AND FACILITIES: The Board of Trustees shall provide suitable office space and other facilities it finds are needed for carrying on The Fund's affairs.

COMMITTEES AND OFFICERS

Section 14. EXECUTIVE COMMITTEE: The Board of Trustees may 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 15. CAPITAL STRUCTURE COMMITTEE: The Board of Trustees may appoint from its members a Capital Structure Committee of three or more Trustees and designate the Chairman thereof. The Capital Structure Committee shall recommend membership categories, including but not limited to treatment of Members with existing capital accounts, Members who have joined since the capital accounts were eliminated, and Members joining after June 30, 2009. The Capital Structure Committee shall recommend to the Board of Trustees a proposed procedure for distributions of capital accounts.

Section 16. INVESTMENT COMMITTEE: The Board of Trustees may appoint an Investment Committee composed of three or more Trustees and designate one of them Chairman. Subject to such limitations as the Board may impose, the Investment committee shall invest the assets of The Fund.

Section 17. EXECUTIVE SECRETARY: The Board shall appoint an Executive Secretary whose duties shall be to carry on the affairs of The Fund in accordance with the direction and control of the Board of Trustees.

Section 18. TREASURER: The Board of Trustees may appoint a Treasurer who shall be responsible for the funds and other assets of The Fund and shall at all times be under surety bond for faithful performance in such amount as the Board shall from time to time fix.

Section 19. OTHER COMMITTEES AND OFFICERS: The Board of Trustees may appoint such other committees and officers as it finds the affairs of The Fund require. Such committees and officers shall serve at the will of the Board.

ACCOUNTS

Section 20. ACCOUNTS: Accurate accounts of all financial records and transactions, including Member Accounts as defined below, shall be maintained by The Fund in accordance with procedures or regulations adapted from time to time by the Board of Trustees or the Executive Committee. 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 each Member.

Section 21. MEMBER ACCOUNTS:

(a) There shall be two (2) categories of Member Accounts:

(i) Capital Account: Each Member shall have a Capital Account which holds all initial fees paid by the Member as required by the Board to become a Member of the Trust.

(ii) Deferred Compensation Account: Members shall have a Deferred Compensation Account which holds funds on behalf of Members resulting from title insurance premiums and/or opinions that were paid into this account prior to January 1, 1986. Not all Members will have a Deferred Compensation Account; only those on whose behalf funds were

paid into such account.

(b) Member Accounts may in whole or in part be charged for (1) any debt or obligation owed by the Member to The Fund or its subsidiary; (2) a claim loss under any title insurance commitment, policy or closing protection letter issued by LTGF or ATIF, Inc., if it is determined by the Claim Committee of ATIF, Inc., that the loss was caused through the negligent, dishonest or fraudulent act of the Member. The recovery of any amount charged under this provision shall be applied to restore the account or accounts previously charged in the same manner in which the charges were made.

(c) Dissolution of Trust: In the event the Trust is dissolved, Member Deferred Compensation Accounts shall be paid as set forth in Section 23 below.

NET INCOME OF THE FUND

Section 22. ALLOCATION OF NET INCOME OR NET LOSS: As of the end of each year, the net income or net loss of The Fund for the year shall be allocated as provided in the Regulations adopted by the Board of Trustees.

DISTRIBUTION OF TRUST ASSETS UPON TERMINATION

Section 23. PAYMENT OF MEMBER ACCOUNTS: In the event the Trust is terminated, then available assets will be applied as follows:

(a) First, to pay Member Deferred Compensation Accounts. In the event there are insufficient funds to pay all Member Deferred Compensation Accounts in full, then the Member Deferred Compensation Accounts will be paid as determined by the Board of Trustees.

(b) Secondly, available assets will be applied to pay Member Capital Accounts. In the event there are insufficient funds to pay all Member Capital Accounts in full, then the Member Capital Accounts will be paid as determined by the Board of Trustees.

Section 24. DISTRIBUTION OF NET ASSETS: After payment of Members Accounts as outlined in Section 23 above, the remaining trust assets will be distributed to those persons who were active Members as of June 30, 2009, and who remain active Members as of the date of distribution.

DURATION OF TRUST AND AMENDMENTS

Section 25. DURATION OF TRUST: The duration of this trust shall be in perpetuity unless terminated earlier by law or by vote of the Trustees of this trust.

Section 26. AMENDMENTS: This Declaration of Trust may be amended by an affirmative vote of three-fourths of all of the Members of the Board of Trustees. Amendments hereto shall be filed with the Department of State of Florida and shall become effective upon filing or such later date specified by the Board of Trustees.

Section 27. EFFECTIVE DATE: This Declaration of Trust, as amended hereinabove, shall become effective upon approval of the Board of Trustees.