



PO6462

June 25, 1999

State of Florida  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Redomestication of United General Title Insurance Company from Louisiana to Colorado.

200002921882--1  
-07/02/99--01011--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Madam/Sir:

United General Title Insurance Company (UGT), formerly a Louisiana Corporation, was redomesticated to Colorado effective June 1, 1999. UGT was, and is, licensed to underwrite title insurance policies in Florida as a foreign insurer.

Pursuant to Florida Department of Insurance, prior to submission of its application for a new Certificate of Authority from the Florida Department of Insurance, United General Title Insurance Company must submit to the Florida Secretary of State for filing, a certified copy of its Articles of Redomestication along with a check in the amount of \$43.75. Those items are enclosed herewith.

I ask that you please forward to me a Certificate of Status so we can submit it to the Florida Department of Insurance. Our mailing address and telephone number are:

United General Title Insurance Company  
999 18<sup>th</sup> Street, Suite 3400  
Denver, CO 80202  
1-800-999-3470

If you have any questions, or need additional information, please contact me at the above phone number.

Yours truly

Ernest W. Gassiot  
Compliance Counsel

FILED  
99 JUL -2 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REDOMESTICATION  
RGG 7-908

*Driven by an independent spirit.*

Phone: 303.292.4848 Toll free: 800.999.3470 ■ Fax: 303.297.3163  
Executive Offices, 999 Eighteenth Street, Suite 3400 ■ Denver, Colorado 80202

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

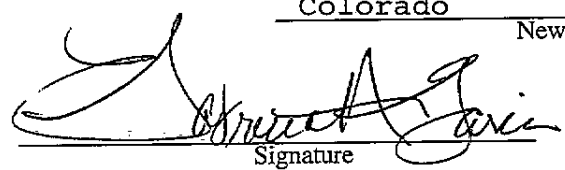
**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. UNITED GENERAL TITLE INSURANCE COMPANY  
Name of corporation as it appears on the records of the Department of State.
2. LOUISIANA ~~COLORADO~~  
Incorporated under laws of
3. 6-18-1985  
Date authorized to do business in Florida  
no. 91-72-1976930

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? N/A
5. Same  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
Colorado  
New Jurisdiction

99 JUL -2 AM 11:52  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
Signature

June 25, 1999  
Date

Patricia A. Garcia  
Typed or printed name

Corporate Secretary  
Title

APPROVED FOR FILING  
INSURANCE DIVISION

5/3/99

DATE

*Karen @*  
BY

ARTICLES OF REDOMESTICATION  
OF  
UNITED GENERAL TITLE INSURANCE COMPANY

APPROVED AS TO FORM  
BY: *[Signature]*  
ASSISTANT ATTORNEY GENERAL  
DATE: 05-03-99

LC 199031103449

The undersigned, a natural person of the age of eighteen (18) years or older, in order to redomesticate a corporation under the laws of the State of Colorado, hereby certifies as follows:

ARTICLE 1  
NAME

19991103238 C  
\$ 90.00  
SECRETARY OF STATE  
06-01-1999 11:12:45

The name of the corporation is United General Title Insurance Company (the "Corporation").

FILED -  
VICTORIA SUCKLEY  
Secretary of State

ARTICLE 2  
ORIGINAL STATE OF INCORPORATION

The Corporation was originally incorporated and authorized to do business as an insurance company in the State of Louisiana on September 6, 1983.

ARTICLE 3  
SHARES AND VOTING

The aggregate number of shares which the Corporation shall have authority to issue is 150,000 shares of common stock, which shall constitute a single class of shares. The shares of common stock shall have unlimited voting rights and shall constitute the sole voting group of the Corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Colorado Business Corporation Act. The shares of common stock shall also be entitled to receive the net assets of the Corporation upon dissolution. Cumulative voting shall not be permitted in the election of directors or otherwise.

ARTICLE 4  
REGISTERED OFFICE AND AGENT

The address of the current registered office of the Corporation is 999 18th Street, Suite 3400, Denver, Colorado 80202, and the name of the current registered agent at that office is John P. Dwyer, Jr.

ARTICLE 5  
PRINCIPAL OFFICE

The address of the principal office of the Corporation is 999 18th Street, Suite 3400, Denver, Colorado 80202.

*[Handwritten mark]*

**ARTICLE 6  
DIRECTORS AND EXECUTIVE OFFICERS**

The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of directors constituting the Board of Directors shall be fixed in the manner provided in the Bylaws of the Corporation; provided, however, the number of directors shall be no less than three (3). The current Board of Directors consists of five (5) persons, and the names and addresses of such persons are as follows:

John P. Dwyer, Jr.	c/o United General Title Insurance Company 999 18th Street, Suite 3400 Denver, Colorado 80202
Patricia A. Garcia	c/o United General Title Insurance Company 999 18th Street, Suite 3400 Denver, Colorado 80202
Charles A. Garney	4200 North Hickory Lane Kansas City, Missouri 64116
Harry W. Rhulen	c/o Frontier Insurance Company 195 Lake Louise Marie Road Rock Hill, New York 12775-8000
James W. Satterfield	c/o Frontier Insurance Company 195 Lake Louise Marie Road Rock Hill, New York 12775-8000

The names and addresses of the persons serving as executive officers of the Corporation are as follows:

John P. Dwyer, Jr.	President and Chief Executive Officer	c/o United General Title Insurance Company 999 18th Street, Suite 3400 Denver, Colorado 80202
Patricia A. Garcia	Senior Vice President and Secretary	c/o United General Title Insurance Company 999 18th Street, Suite 3400 Denver, Colorado 80202
Robert T. "Bo" Edwards	Senior Vice President and General Counsel	c/o United General Title Insurance Company 999 18th Street, Suite 3400 Denver, Colorado 80202
John P. Picon	Senior Vice President and Chief Financial Officer	c/o United General Title Insurance Company 999 18th Street, Suite 3400 Denver, Colorado 80202
Barbara K. Coleman	Treasurer	c/o United General Title Insurance Company 999 18th Street, Suite 3400 Denver, Colorado 80202
Henry R. Kellermann	Senior Vice President	c/o United General Title Insurance Company 999 18th Street, Suite 3400 Denver, Colorado 80202

Timothy J. Redding

Senior Vice President

c/o United General Title Insurance Company  
999 18th Street, Suite 3400  
Denver, Colorado 80202

## **ARTICLE 7 NOTICE OF SHAREHOLDER MEETINGS**

Notice of the general annual meeting or any special meeting of shareholders of this Corporation shall be given by the Secretary of the Corporation by written notice delivered personally to each shareholder of record and entitled to vote at such meeting or by depositing such notice in the United States mail addressed to each such shareholder at his last known address, not less than ten (10) nor more than fifty (50) days before the date of the meeting.

## **ARTICLE 8 ACCEPTANCE OF COLORADO LAW**

The Corporation, upon redomestication, accepts and shall be subject to the laws of the State of Colorado.

## **ARTICLE 9 OBJECTS AND PURPOSES**

The Corporation is organized to carry on any and all lawful business, whatsoever, for which an insurance company may be organized pursuant to the laws of the State of Colorado, and to have and exercise all powers, privileges and immunities now or hereafter conferred upon or permitted to insurance companies by the laws of the State of Colorado.

## **ARTICLE 10 INDEMNIFICATION**

The Corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director or officer of the Corporation, and may indemnify any other person, against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he is or was a director, officer, agent, fiduciary or employee of the Corporation or because he is or was serving another entity as a director, officer, partner, trustee, employee, fiduciary or agent at the Corporation's request. The Corporation shall further have the authority, to the maximum extent permitted by law, to purchase and maintain insurance providing such indemnification, advance expenses to persons indemnified by the Corporation, and provide indemnification to any person by general or specific action of the Board of Directors, the Bylaws of the Corporation, contract or otherwise.

## **ARTICLE 11 LIMITATION OF LIABILITY**


No director of this Corporation shall have any personal liability to the Corporation or its shareholders for monetary damages for breach of his fiduciary duty as a director, except that this

provision shall not eliminate or limit the personal liability of a director to the Corporation or to its shareholders for monetary damages for: (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) voting for or assenting to a distribution made in violation of C.R.S. § 7-106-401 of the Corporation if it is established that the director did not perform his duties in compliance with C.R.S. § 7-108-401, provided that the personal liability of a director in this circumstance shall be limited to the amount of the distribution which exceeds what could have been distributed without violation of C.R.S. § 7-106-401 of the Corporation; or (iv) any transaction from which the director directly or indirectly derives an improper personal benefit. Nothing contained herein shall be construed to deprive any director of his right to all defenses ordinarily available to a director nor shall anything herein be construed to deprive any director of any right he may have for contribution from any other director or other person.

**ARTICLE 12  
AMENDMENT TO AND RESTATEMENT OF  
THE ARTICLES OF INCORPORATION**

These Articles of Redomestication (i) amend and restate in its entirety the Articles of Incorporation of the Corporation, as amended; (ii) were proposed and recommended for shareholder approval by the Board of Directors of the Corporation pursuant to the unanimous written consent of the Board of Directors of the Corporation in lieu of a meeting dated as of October 28, 1997; (iii) were approved by the shareholders of the Corporation pursuant to the unanimous written consent of the shareholders of the Corporation in lieu of a meeting dated as of October 28, 1997, the Corporation having only one shareholder voting group and the number of votes cast for approval of these Articles of Redomestication was sufficient for approval of the amendments set forth herein; and (iv) supersede the Articles of Incorporation of the Corporation and all amendments thereto and restatements thereof in effect prior to the date a Certificate of Redomestication is issued by the Secretary of State of Colorado.

IN WITNESS WHEREOF, the undersigned have signed and acknowledged these Articles of Redomestication this 21 day of April, 1999.

  
\_\_\_\_\_  
John P. Dwyer, Jr.  
President and Chief Executive Officer

AFFIRMED:

  
\_\_\_\_\_  
Patricia A. Garcia, Secretary

# UNITED GENERAL TITLE INSURANCE COMPANY

## Secretary's Certificate

I, Patricia A. Garcia, do hereby certify as follows:

1. I am the duly elected Secretary of United General Title Insurance Company, a Louisiana corporation (the "Company"); and
2. The following resolutions were duly adopted by United General Holding Company, Inc. ("UGH"), the sole shareholder of the Company, by written consent in lieu of a meeting effective as of October 28, 1997 (i) authorizing the redomestication of the Company from Louisiana to Colorado, (ii) consenting to the filing by the Company of Articles of Redomestication, (iii) renouncing, conditioned upon the redomestication of the Company as a domestic insurer in Colorado, the Articles of Incorporation of the Company previously in effect and (iv) related matters. Such resolutions have not been amended, revoked or otherwise modified and are in full force and effect as of the date hereof.

### **Resolutions**

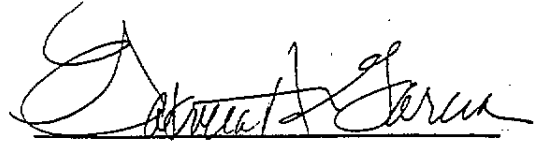
WHEREAS, the Board of Directors of UGH, the sole shareholder of the Company, deems it to be desirable and in the best interests of this Company to approve a change in the corporate domicile of the Company from the State of Louisiana to the State of Colorado and, in connection therewith, to approve the execution and filing by the Company with the Secretary of State of Colorado of Articles of Redomestication.

NOW, THEREFORE, BE IT RESOLVED, that, on the recommendation of the Board of Directors of the Company, UGH, as the sole shareholder of the Company, hereby declares it advisable and in the best interests of the Company to approve the change in corporate domicile of the Company from the State of Louisiana to the State of Colorado and to permit the Company to become a Colorado domestic insurance company, abiding by the laws of the State of Colorado;

FURTHER RESOLVED, that UGH, as sole shareholder of the Company, hereby ratifies, approves and affirms the filing by the Company of the Articles of Redomestication with the Secretary of State of Colorado and the renunciation, conditioned upon the redomestication of the Company as a domestic insurer, of the Articles of Incorporation of the Company then in effect in the State of Louisiana; and

FURTHER RESOLVED, that the Articles of Redomestication, in substantially the form attached hereto as Exhibit A, effecting the change in corporate domicile of the Company, are hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, I have executed this Secretary's Certificate effective as of  
October 28, 1997.

A handwritten signature in cursive script, appearing to read "Patricia A. Garcia", written over a horizontal line.

Patricia A. Garcia, Secretary



AMENDMENT TO ARTICLE VII OF THE  
ARTICLES OF INCORPORATION OF  
UNITED GENERAL TITLE INSURANCE COMPANY

STATE OF COLORADO

CITY AND COUNTY OF DENVER

BEFORE ME, the undersigned Notary Public in and for the City and County of Denver, as aforesaid, duly commissioned and qualified and in the presence of the undersigned competent witnesses, personally came and appeared:

JOHN P. DWYER, JR.

Chief Executive Officer and President of and acting for UNITED GENERAL TITLE INSURANCE COMPANY (the "Company"), a corporation organized under the laws of the State of Louisiana, with its registered office in the Parish of East Baton Rouge, Louisiana; who did declare that;

Pursuant to a resolution of the shareholders of the Company adopted by unanimous written consent in lieu of a special meeting of the shareholders effective as of the 3rd day of October, 1996, for the purpose of adopting the within described amendment to the Company's Articles of Incorporation, a certified copy of the minutes of which meeting is attached hereto, the said John P. Dwyer, Jr. now appears for the purpose of executing this act of amendment and putting into authentic form the amendment agreed to by the unanimous vote of all of the shareholders of the Company.

Appearer further declared that notice for the calling of the special meeting for the purposes of adopting this amendment to Article VII, Section E of the Articles of Incorporation and for all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of the Company, that all of the shareholders of the Company were present at said meeting, and that by the unanimous vote of said shareholders, it was resolved that Article VII, Section E of the Articles of Incorporation of UNITED GENERAL TITLE INSURANCE COMPANY be amended by deleting in its entirety and inserting in lieu thereof the following new Section E:

- "E. Notice of the general annual meeting or any special meeting of shareholders, of this corporation shall be given by the Secretary of this corporation by written notice delivered personally to each stockholder of

**RECEIVED**  
NOV 01 1996

MIS/STATISTICAL  
COMMISSIONER OF INSURANCE

record entitled to vote at such meeting or by depositing same in the U.S. Mail addressed to each such stockholder at his last known address, not less than 10 nor more than 50 days before the date of the meeting."

THUS DONE, READ AND SIGNED in my presence and in the presence of the undersigned competent witnesses at Denver, Colorado, on this 14th day of October, 1996.

WITNESSES:

UNITED GENERAL TITLE INSURANCE  
COMPANY

*Patricia Garcia*

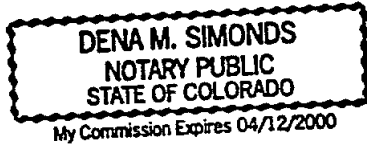
By:

*[Signature]*

John R. Dwyer, Jr., Chief Executive  
Officer and President

*Sidney L. Atkins*

*Dena M. Simonds*  
Notary Public



APPROVED FOR RECORDATION

Date:

*Oct 29 1996*

*John B. Fontenot*

FOR: Commissioner of Insurance  
State of Louisiana  
JOHN B. FONTENOT

**CERTIFIED COPY OF THE MINUTES  
OF A SPECIAL MEETING OF THE SOLE SHAREHOLDER  
OF UNITED GENERAL TITLE INSURANCE COMPANY  
HELD ON OCTOBER 3, 1996**

A special meeting of the sole shareholder of United General Title Insurance Company (the "Company") was held on October 3, 1996 at the offices of the Company at 999 18th Street, Suite 3400, Denver, Colorado 80202. United General Holding Company, Inc., the sole shareholder of all of the outstanding shares of the Company, acting by and through its Board of Directors, was present at the meeting. As indicated by the signature of the sole shareholder hereinbelow, the sole shareholder waived notice of the calling of this special meeting and all formalities in connection with this meeting. John P. Dwyer, Jr. was chosen Chairman of the meeting and Patricia A. Garcia was chosen Secretary of the meeting. The Chairman called the meeting to order.

The following resolution was unanimously adopted by written consent, to-wit:

BE IT RESOLVED, that Article VII, Section E of the Articles of Incorporation of United General Title Insurance Company be amended by deleting it in its entirety and inserting in lieu thereof the following new Section E:

"E. Notice of the general annual meeting or any special meeting of shareholders, of this corporation shall be given by the Secretary of this corporation by written notice delivered personally to each stockholder of record entitled to vote at such meeting or by depositing same in the U.S. Mail addressed to each such stockholder at his last known address, not less than 10 nor more than 50 days before the date of the meeting."

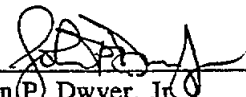
BE IT FURTHER RESOLVED, that John P. Dwyer, Jr., Chief Executive Officer and President of this Company, be and he is hereby, fully authorized and empowered for and on behalf of this Company to execute a notarial act of amendment to the Articles of Incorporation, as set forth hereinabove, and to take such actions and to execute or to have executed all such other instruments and documents that he may deem to be necessary, required or expedient, in order to implement and accomplish such amendment to the Articles of Incorporation, hereby ratifying and confirming all that said Chief Executive Officer and President has done or may do in the premises.

BE IT FURTHER RESOLVED, that all actions taken by the officers of this Company, or any one or more of them, are hereby ratified and confirmed and made the acts and deeds of this Company.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously adopted the meeting was adjourned.

All Formalities and Notice Hereby Waived:

United General Holding Company, Inc.

By:   
\_\_\_\_\_  
John P. Dwyer, Jr.  
Chief Executive Officer and President

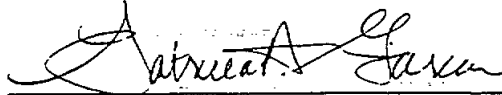
\*\*\*\*\*

CERTIFICATE

I hereby certify that this is a true and correct copy of the minutes of a special meeting of the shareholders of this Company duly called and held in the office of this Company in Denver, Colorado on the 3rd day of October, 1996, for the purpose of adopting an Amendment to the Articles of Incorporation; that notice for the calling of the special meeting and all formalities in connection with the holding of this meeting were waived by all of the shareholders of this Company and that all of the shareholders were present at such meeting and voted unanimously in favor of the aforesaid resolutions.

I further certify that John P. Dwyer, Jr. is the duly elected Chief Executive Officer and President of this Company.

Denver, Colorado, this 14th day of October, 1996.



Patricia A. Garcia  
Secretary

ORIG 356 BNDL 10740

FILED AND RECORDED  
EAST BATON ROUGE PARISH, LA.

1996 OCT 31 AM 11:56:42  
FTL BK FOLIO

**DOUG WELBORN**  
CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY  
BY   
DEPUTY CLERK & RECORDER

# State of Louisiana



James H. "Jim" Brown  
I, THE UNDERSIGNED Commissioner of Insurance, OF THE STATE OF  
LOUISIANA, DO HEREBY CERTIFY THAT

a certified copy of Amendment to Article VII of the  
Articles of Incorporation of the  
UNITED GENERAL TITLE INSURANCE COMPANY

an insurance company organized under the laws of the State of  
Louisiana, domiciled at BATON ROUGE, Louisiana,  
Parish of East Baton Rouge, being by act before Dena M. Simonds,  
County Colorado  
Notary in and for Parish of Denver, State of ~~Louisiana~~,  
on the 14 day of October, 19 96, and recorded in Original Book  
of the Charters of the Parish of East Baton Rouge,  
on the 31st day of October, 19 96, was filed in this office at 11:00 a.m.  
on the 20th day of November, 19 96

Amendment effective: October 29, 1996

Given under my signature, authenticated with the  
impress of my Seal of office, at the City of Baton  
Rouge, this: 20th day of November  
A. D. 19 96

*Jim Brown*

James H. "Jim" Brown  
Commissioner of Insurance

AMENDMENT TO ARTICLE VI OF THE  
ARTICLES OF INCORPORATION OF  
UNITED GENERAL TITLE INSURANCE COMPANY

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public in and for the Parish and State aforesaid, duly commissioned and qualified and in the presence of the undersigned competent witnesses, personally came and appeared:

J. TERRELL BROWN

Chairman of the Board and Chief Executive Officer of and acting for UNITED GENERAL TITLE INSURANCE COMPANY (the "Company"), a corporation organized under the laws of the State of Louisiana, with its registered office in the Parish of East baton Rouge, Louisiana; who did declare that;

Pursuant to a resolution of the shareholders of the Company adopted at a special meeting of the shareholder duly called and held on the 29 day of December, 1994, at the office of the Company at Baton Rouge, Louisiana, for the purpose of adopting the within described amendment to Article VI of the Company's Articles of Incorporation, a certified copy of the minutes of which meeting is attached hereto, the said J. Terrell Brown now appears for the purpose of executing this act of amendment and putting into authentic form the amendment agreed to by the unanimous vote of all of the shareholders of the Company.

Appearer further declared that notice for the calling of the special meeting for the purpose of adopting this amendment to Article VI of the Articles of Incorporation and for all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of the Company, that all of the shareholders of the Company were present at said meeting, and that by the unanimous vote of said shareholders, it was resolved that Article VI of the Articles of Incorporation of UNITED GENERAL TITLE INSURANCE COMPANY be amended so as to read as follows:

"ARTICLE VI

- A. The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$23.30 each.
- B. The amount of paid in capital of this Corporation shall be \$3,495,000.00 and its paid in and contributed surplus shall be \$10,445,000. The common capital stock in this Corporation shall be paid for in cash."

APPROVED FOR RECORDATION

Date: January 5, 1995

John J. Terrell  
Notary Public for Louisiana

THUS DONE, READ AND SIGNED in my presence and in the presence of the undersigned competent witnesses at Baton Rouge, Parish of East Baton Rouge, State of Louisiana, on this 29 day of December, 1994.

WITNESSES:

UNITED GENERAL TITLE INSURANCE COMPANY

Anne Gaube

By:

J. Terrell Brown  
J. Terrell Brown, Chairman of the  
Board and Chief Executive Officer

Stammin Levotino

J. Miller  
Notary Public

CERTIFIED COPY OF THE MINUTES  
OF A SPECIAL MEETING OF THE SOLE SHAREHOLDER  
OF UNITED GENERAL TITLE INSURANCE COMPANY  
HELD ON DECEMBER 29, 1994

A special meeting of the Shareholders of United General Title Insurance Company (the "Company") was held on December 29, 1994 at the offices of the Company located at 4041 Essen Lane, Baton Rouge, Louisiana. United Companies Financial Corporation, the sole shareholder of all of the outstanding shares of the Company, acting by and through its President and Chief Executive Officer, J. Terrell Brown, was present at the meeting. As indicated by the signature of the sole Shareholder hereinbelow, the sole Shareholder waived notice of the calling of this special meeting and all formalities in connection with this meeting. J. Terrell Brown was chosen Chairman of the meeting and Sherry E. Anderson was chosen Secretary. The Chairman called the meeting to order. The Secretary then read the Waiver executed by J. Terrell Brown on behalf of United Companies Financial Corporation waiving notice by it of the calling and holding of this special meeting and all formalities in connection with the conduct of this meeting. The Chairman directed that the foregoing Waiver by United Companies Financial Corporation be filed with and made a part of the minutes of this meeting.

A discussion was held concerning a proposed amendment to the Articles of Incorporation of the Company to increase its paid in capital from \$1,005,000 to \$3,495,000 and to reflect such increase by increasing the par value of the common capital stock of the Company from \$6.70 to \$23.30, 150,000 shares of such capital stock now being issued and outstanding and to increase the contributed surplus of the Company from \$1,940,000 to \$6,950,000, the foregoing increase to be accomplished by cash contributions to contributed surplus of the Company which have previously been made or which will be made concurrently with the effectiveness of the amendment of the Articles of Incorporation of the Company by the sole Shareholder of the Company to the Company. After due discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted, to-wit:

BE IT RESOLVED, that Article VI of the Articles of Incorporation of United General Title Insurance Company be amended so as to read as follows:

"ARTICLE VI

- A. The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$23.30 each.
- B. The amount of paid in capital of this Corporation shall be \$3,495,000 and its paid in and contributed surplus shall be \$10,445,000. The common capital stock in this Corporation shall be paid for in cash."

BE IT FURTHER RESOLVED, that J. Terrell Brown, Chairman of the Board and Chief Executive Officer of this Company, be and he is hereby, fully authorized and empowered for and on behalf of this Company to execute a notarial act of amendment to Article VI of the Articles of Incorporation, as set forth hereinabove and to take such actions and to execute or to have executed all such other instruments and documents that he may deem to be necessary, required or expedient, in order to implement and accomplish such amendment to Article VI of the Articles of Incorporation, hereby ratifying and confirming all that said Chairman of the Board and Chief Executive Officer has done or may do in the premises.

BE IT FURTHER RESOLVED, that the officers of this Company be and they are hereby fully authorized and empowered, for and on behalf of this Company, to execute all such instruments and documents that they may deem to be necessary, required or expedient in order to implement and accomplish the foregoing transaction.



BE IT FURTHER RESOLVED, that all actions taken by the officers of this Company, or any one or more of them, are hereby ratified and confirmed and made the acts and deeds of this Company.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously adopted the meeting was adjourned.


\*\*\*\*\*

**CERTIFICATE**

I hereby certify that this is a true and correct copy of the minutes of a special meeting of the shareholders of this Company, duly called and held in office of this Company in Baton Rouge, Louisiana, on the 29 day of December, 1994, for the purpose of adopting an Amendment to Article VI of the Articles of Incorporation; that notice for the calling of the special meeting and all formalities in connection with the holding of this meeting were waived by all of the shareholders of this Company and that all the shareholders were present at such meeting and voted unanimously in favor of the aforesaid resolutions.

I further certify that J. Terrell Brown is the duly elected Chairman of the Board and Chief Executive Officer of this Company.

Baton Rouge, Louisiana, this 29 day of December, 1994.

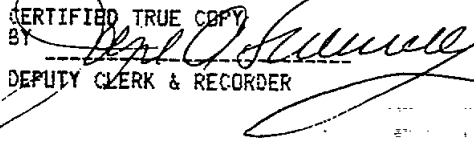
  
\_\_\_\_\_  
Sherry E. Anderson, Secretary

ORIG 122 BNOL 10566

FILED AND RECORDED  
EAST BATON ROUGE PARISH, LA.

1995 JAN 05 PM 02:52:42  
FTL BK FOLIO  
DOUG WELBORN  
CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY  
BY

  
DEPUTY CLERK & RECORDER

ARTICLES OF INCORPORATION	§	UNITED STATES OF AMERICA
	§	
OF	§	STATE OF LOUISIANA
	§	
UNITED GENERAL TITLE	§	PARISH OF EAST BATON ROUGE
INSURANCE COMPANY	§	CITY OF BATON ROUGE

BE IT KNOWN, that on this 21<sup>st</sup> day of September, 1983,

Before me, Lee C. Kantrow, a Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, therein residing, personally came and appeared the several subscribers hereto, of full age of majority, who declared to me, Notary, in the presence of the undersigned competent witnesses, residing in the State, Parish and City aforesaid, that availing themselves of the provisions of the laws of the State of Louisiana, they do hereby organize themselves, their successors and assigns, into a corporation in pursuance of said law, under and in accordance with the following Articles of Incorporation, to-wit:

ARTICLE I

The name of this insurance corporation is:

UNITED GENERAL TITLE INSURANCE COMPANY

and its domicile shall be in the City of Baton Rouge, Parish of East Baton Rouge, State of Louisiana.

ARTICLE II

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows:

A. To engage in the title insurance business in the State of Louisiana and in the other states and territories of the United States of America and in the District of Columbia, as now or hereafter defined by law, and particularly, but not by way of limitation, to insure the owners of property or others having an interest therein, against loss by encumbrance, liens or defective titles, or other adverse claims to title. and to engage in services connected therewith; to insure and guarantee titles to real estate and other property and the correctness of abstracts and certificates of title; to reinsure such titles in whole or in part, in one or more corporations doing a similar business, and to take part in the underwriting of titles, insured by other companies doing the same or similar business, and in connection therewith, and in furtherance of such

APPROVED FOR RECORDATION

Date September 6, 1983

John B. Fontenot O. G. C. P. A.  
Commissioner of Insurance

purposes, to acquire title plants and to prepare, procure and furnish abstracts of title to property, both real and personal.

B. To issue any other type of insurance policy which may be permitted to be issued by a title insurance company by law, now or in the future.

C. To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage or pledge, all or any of this corporation's property and assets, or any interest therein, wherever situated.

D. To engage in every other business in which a title insurance company may lawfully engage under the laws of the State of Louisiana.

E. In general, to have, possess and exercise all the rights, powers, privileges granted by the Louisiana Insurance Code or by any other law of Louisiana, as they may be hereafter amended, or by these Articles of Incorporation, together with any rights, powers and privileges incidental thereto, so far as such rights, powers and privileges are desirable or convenient to the conduct, promotion or attainment of the business or purposes of this corporation.

#### ARTICLE III

This corporation shall have perpetual existence.

#### ARTICLE IV

The location and post office address of its registered office shall be One United Plaza, 4041 Essen Lane, Baton Rouge, Louisiana 70809.

#### ARTICLE V

The full names and post office addresses of its registered agents for service of process shall be:

1. Harris J. Chustz  
4041 Essen Lane  
One United Plaza  
Baton Rouge, LA 70809
2. Dale E. Redman  
4041 Essen Lane  
One United Plaza  
Baton Rouge, LA 70809

ARTICLE VI

A. The authorized capital stock of this corporation shall be twenty-five thousand (25,000) shares of common capital stock of the par value of \$2.00 each.

B. The amount of paid-in capital and the surplus with which this corporation shall begin business shall be Fifty Thousand and No/100 (\$50,000.00) Dollars of paid-in capital and Nine Hundred Fifty Thousand and No/100 (\$950,000.00) Dollars of surplus. If the paid-in capital is increased, the Articles of Incorporation shall be amended in accordance with the provisions of the Louisiana Insurance Code.

ARTICLE VII

A. All of the corporate powers of this corporation shall be vested in and exercised by a Board of Directors to be composed of not less than five (5) nor more than fifty (50) individuals, as may be determined by the Board of Directors from time to time by resolution, and the directors shall hold office for one year or until their successors are duly elected and qualified.

B. A majority in number of the directors shall constitute a quorum and the majority of those in attendance may transact business. If now or hereafter provided by law, a director may vote in person or by proxy.

C. The general annual meeting of the shareholders of this corporation, and at which the election of directors shall take place, shall be held at the registered office of this corporation, unless otherwise specified in the by-laws, on the third Monday in May of each year, or on the first business day thereafter when such day is a legal holiday, beginning with 1984, unless or until otherwise provided by the by-laws.

D. All such elections shall be held by ballot under such regulations as may be established by the Board of Directors and they shall be conducted at the office of this corporation unless otherwise specified in the by-laws.

E. Notice of such election shall be given by the Secretary of this corporation by written notice delivered personally to each stockholder or by depositing same in the post office addressed to each stockholder at his last known post office address at least ten (10) days before such meeting.

F. At all such elections and all corporate meetings, each stockholder shall be entitled to one vote in person or by written proxy for

each share of stock that stands in his name on the books of this corporation not in excess of limitations provided by law.

G. Any vacancy occurring among directors by death, resignation or otherwise shall be filled by election for the remainder of the term by a majority vote of the then remaining directors. The Board of Directors may, by a majority vote, remove any director then serving either with or without cause.

H. Failure to elect directors on the date above specified shall neither dissolve this corporation nor impair its corporate management, but the directors then in office shall remain in office until their successors are elected and qualified.

I. Unless and until changed in the by-laws, the officers of this corporation shall consist of a Chairman of the Board, a Chief Executive Officer, a President, one or more Vice-Presidents, a Secretary and a Treasurer, any two (2) of which offices may be combined and held by one individual. The Chairman of the Board, the Chief Executive Officer, and the President shall be elected by the Board of Directors from its members. The remaining officers and such additional officers as the Board may determine shall not be required to be members of the Board of Directors in order to qualify for office. The Board of Directors is further authorized and empowered to elect any number of non-resident vice-presidents who may or may not be members of the Board of Directors or stockholders of the Company.

J. The Board shall also name as many assistant secretaries and assistant treasurers as it may deem necessary and proper for the management of the affairs of this corporation. The offices of assistant secretary and assistant treasurer may be combined and may be held by one individual. The Board may name, from time to time, all other such officers, agents, attorneys, and committees as it may deem necessary for the purpose and business of this corporation, and it shall have power to fix and define the duties of every officer and employee and all officers and employees shall hold office and employment at the pleasure of the Board of Directors.

K. The Board of Directors may make and establish, as well as alter and amend, any and all by-laws, rules and regulations necessary and proper in its judgment for the conduct, support and management of the business

and affairs of this corporation, or fixing or increasing their own compensation.

L. The members of the original Board of Directors who shall serve until their successors have been duly elected and qualified, and the offices held by each are:

<u>Name</u>	<u>Office</u>	<u>Post Office Address</u>
Lloyd F. Collette	Chairman of the Board and Chief Executive Officer	One United Plaza 4041 Essen Lane Baton Rouge, LA 70809
Harris J. Chustz	President	One United Plaza 4041 Essen Lane Baton Rouge, LA 70809
J. Terrell Brown	Vice-President	One United Plaza 4041 Essen Lane Baton Rouge, LA 70809
Daniel J. Burns	Vice-President	One United Plaza 4041 Essen Lane Baton Rouge, LA 70809
Dale E. Redman	Secretary and Treasurer	One United Plaza 4041 Essen Lane Baton Rouge, LA 70809

Each of the aforesaid members of the original Board of Directors owns in excess of ten (10) shares of the outstanding capital stock of United Companies Financial Corporation of which this corporation shall be a wholly-owned subsidiary.

#### ARTICLE VIII

The Board of Directors shall have power to make and alter by-laws, subject to the power of the shareholders to change or repeal the by-laws so made. The Board of Directors shall meet at least quarterly and more often as may be required in the by-laws of this corporation.

#### ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Louisiana Insurance Code, as it may be amended, or any other applicable law, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE X

No stockholder shall ever be held liable for the contracts or defaults of this corporation in any further sum than the unpaid balance due

this corporation on the shares of stock owned by him, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing any stockholder to any liability beyond the unpaid balance, if any, of his stock.

#### ARTICLE XI

No shareholder of this corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to subscribe to or to purchase any additional or increased stock of any class of this corporation, whether now or hereafter authorized, or obligations convertible into any other class or classes, or obligations, stock or other securities carrying warrants or rights to subscribe to stock of this corporation of any class or classes (whether now or hereafter authorized); and any and all shares of stock, bonds, debentures, notes, or other securities or obligations of this corporation, whether or not convertible into stock or carrying warrants or options entitling its holders to subscribe to stock, may be issued, sold and disposed of from time to time by the Board of Directors to such persons, firms or corporations, and for such consideration as it shall from time to time in its absolute discretion, determine, without offering any of the increased or additional stock, bonds, debentures, notes, or other securities or obligations of any class to existing shareholders of any class or to existing holders of warrants or options entitling the holders to subscribe to stock of any class or to obligations which may be converted into stock of any class.

#### ARTICLE XII

A. This corporation may indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of this corporation) by reason of the fact that he is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another business, foreign or non-profit corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had

no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the right of this corporation, the indemnity shall be limited to expenses (including attorneys' fees, and any amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this corporation and, with respect to any criminal action or proceedings, had reasonable cause to believe that his conduct was unlawful.

B. To the extent that a director, officer, employee or agent of this corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Any indemnification under Section A of this Article XII (unless ordered by the Court) shall be made by this corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel, or (3) by the shareholders.

D. Expenses incurred in defending such an action, suit or proceeding may be paid by this corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in



Section C of this Article, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by this corporation as authorized in this Section.

E. The indemnification provided by this section shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any by-law, agreement, authorization of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representative.

F. This corporation shall have power to procure insurance on behalf of any person who is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officers, employee or agent of another business, nonprofit or foreign corporation, partnership, joint venture, or other enterprises against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not this corporation would have the power to indemnify him against such liability under the provisions of this section.

#### ARTICLE XIII

The names and post office addresses of each of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>
Lloyd F. Collette	One United Plaza 4041 Essen Lane Baton Rouge, Louisiana 70809
Harris J. Chustz	One United Plaza 4041 Essen Lane Baton Rouge, Louisiana 70809
J. Terrell Brown	One United Plaza 4041 Essen Lane Baton Rouge, Louisiana 70809
Daniel J. Burns	One United Plaza 4041 Essen Lane Baton Rouge, Louisiana 70809
Dale E. Redman	One United Plaza 4041 Essen Lane Baton Rouge, Louisiana 70809

Each of the foregoing incorporators has subscribed to and paid for one (1) share of the capital stock of this corporation. United Companies Financial Corporation has subscribed to and paid for 24,995 shares of the capital stock, making 25,000 shares the total number of shares subscribed to and paid for upon incorporation.

THUS DONE, SIGNED AND PASSED in multiple originals in the City of Baton Rouge, Louisiana, on the date set forth hereinabove, in the presence of the undersigned competent witnesses, who have signed hereto with me, Notary, and said appearers, after due reading of the whole.

WITNESSES:

Marlene Joffron

Roberta DeLassus

Lloyd F. Collette  
Lloyd F. Collette

Harris J. Chuste  
Harris J. Chuste

J. Terrell Brown  
J. Terrell Brown

Daniel J. Burns  
Daniel J. Burns

Dale E. Redman  
Dale E. Redman

Lee C. Kantrow  
Lee C. Kantrow, Notary Public

1903 SEP -6 PM 4: 20

974 9601  
91-270507  
OFFICE OF THE CLERK OF COURTS  
BAYOU LA PRAIRIE, LOUISIANA

[Signature]

State of  Louisiana


SHERMAN A. BERNARD

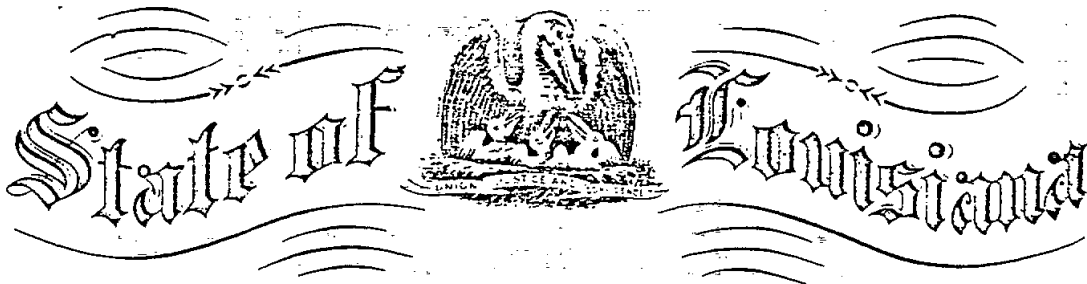
I, THE UNDERSIGNED COMMISSIONER OF INSURANCE, OF THE STATE OF LOUISIANA, DO HEREBY CERTIFY THAT

a certified copy of AMENDMENT TO ARTICLE VI OF THE ARTICLES OF INCORPORATION of the UNITED GENERAL TITLE INSURANCE COMPANY

an insurance company organized under the laws of the State of Louisiana, domiciled at EATON ROUGE, Louisiana, Parish of E. BATON ROUGE, being by act before NOTLEY Notary in and for Parish of E. BATON ROUGE, State of Louisiana, on the 27<sup>TH</sup> day of SEPTEMBER, 19 83, and recorded in Original Book of the CHARTERS of the Parish of EAST BATON ROUGE on the 30<sup>TH</sup> day of SEPTEMBER, 19 83, was filed in this office at 9:40 A.M. on the 3<sup>RD</sup> day of OCTOBER, 19 83.

Given under my signature, authenticated with the impress of my Seal of office, at the City of Baton Rouge, this 3<sup>RD</sup> day of OCTOBER, A. D. 19 83.

  
Commissioner of Insurance

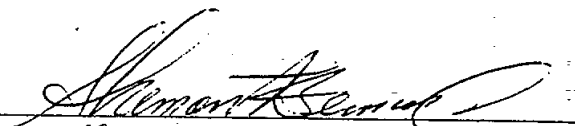


BERNARD A. BERNARD

I, THE UNDERSIGNED COMMISSIONER OF INSURANCE, OF THE STATE OF LOUISIANA, DO HEREBY CERTIFY THAT

THE CAPITAL STOCK OF THE UNITED GENERAL TITLE INSURANCE COMPANY, BATON ROUGE, LOUISIANA, WAS INCREASED FROM \$50,000.00 TO \$100,000.00 IN ACCORDANCE WITH CHARTER AMENDMENT FILED AND RECORDED IN THIS OFFICE THIS 3RD DAY OF OCTOBER, 1983.

Given under my signature, authenticated with the  
impress of my Seal of office, at the City of Baton  
Rouge, this 3RD day of OCTOBER  
A. D. 19 83

  
Commissioner of Insurance

AMENDMENT TO ARTICLE VI OF THE  
ARTICLES OF INCORPORATION OF  
UNITED GENERAL TITLE INSURANCE COMPANY

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public in and for the Parish of East Baton Rouge, State of Louisiana, duly commissioned and qualified and in the presence of the undersigned competent witnesses, personally came and appeared:

-----HARRIS J. CHUSTZ-----

President of and acting for UNITED GENERAL TITLE INSURANCE COMPANY, a corporation organized under the laws of the State of Louisiana, with its registered office in the Parish of East Baton Rouge, Louisiana;

who did declare that:

Pursuant to a resolution of the shareholders of the corporation adopted at a special meeting of the shareholders duly called and held on the 27th day of September, 1983, at the office of the corporation at Baton Rouge, Louisiana, for the purpose of adopting the within described amendment to Article VI of the corporation's Articles of Incorporation, a certified copy of an extract from the minutes of which meeting is attached hereto, the said Harris J. Chustz now appears for the purpose of executing this act of amendment and putting into authentic form the amendment agreed to by the unanimous vote of all of the shareholders of the corporation.

Appararer further declared that notice for the calling of the special meeting for the purpose of adopting this amendment to Article VI of the Articles of Incorporation and all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of this corporation, that all of the shareholders of the corporation were present at said meeting, and that by the unanimous vote of said shareholders, it was resolved that Article VI of the Articles of Incorporation of UNITED GENERAL TITLE INSURANCE COMPANY be amended so as to read as follows:

"ARTICLE VI

- A. The authorized capital stock of this corporation shall be 25,000 shares of common capital stock of the par value of \$4.00 each.

B. The amount of paid in capital of this corporation shall be \$100,000.00 and its surplus shall be \$900,000.00. The stock in this corporation shall be paid for in cash."

THUS DONE, READ AND SIGNED in my presence and in the presence of the undersigned competent witnesses at Baton Rouge, Parish of East Baton Rouge, State of Louisiana, this 27th day of September, 1983.

WITNESSES:

Charlotte G. Smith  
Irene J. Larrier

UNITED GENERAL TITLE INSURANCE COMPANY

By: Harris J. Chustz  
Harris J. Chustz  
President

M. L. K. A. S.  
Notary Public

APPROVED FOR RECORDATION

Date: September 30, 1983  
[Signature]  
Commissioner of Insurance

EXTRACT FROM THE MINUTES OF THE SPECIAL SHAREHOLDERS  
MEETING OF UNITED GENERAL TITLE INSURANCE COMPANY  
HELD ON SEPTEMBER 27, 1983

The following resolutions were duly offered, seconded and unanimously adopted by the unanimous vote of the holders of all of the outstanding shares of this corporation, which shares presently total 25,000, at which holders were present at the meeting.

BE IT RESOLVED,

That Article VI of the Articles of Incorporation of United General Title Insurance Company be amended so as to read as follows:

"ARTICLE VI

- A. The authorized capital stock of this corporation shall be 25,000 shares of common capital stock of the par value of \$4.00 each.
- B. The amount of paid in capital of this corporation shall be \$100,000.00 and its surplus shall be \$900,000.00. The stock in this corporation shall be paid for in cash."

BE IT FURTHER RESOLVED,

That Harris J. Chustz, President of this Corporation, be, and he is hereby, fully authorized and empowered for and on behalf of this corporation to execute a notarial act of amendment to Article VI of the Articles of Incorporation, as set forth hereinabove and to take such actions and to execute or to have executed all such other instruments and documents that he may deem to be necessary, required or expedient, in order to implement and accomplish such amendment to Article VI of the Articles of Incorporation, hereby ratifying and confirming all that said Chairman of the Board has done or may do in the premises.

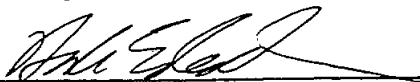
\*\*\*\*\*

C E R T I F I C A T E

I hereby certify that this is a true and correct copy of an extract from the minutes of a special meeting of the shareholders of United General Title Insurance Company, duly called and held in the office of that corporation in Baton Rouge, Louisiana, on the 27th day of September, 1983, for the purpose of adopting an Amendment to Article VI of the Articles of Incorporation; that notice for the calling of the special meeting and all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of this corporation and that all of the shareholders were present at such meeting and voted unanimously in favor of the aforesaid resolutions.

I further certify that Harris J. Chustz is the duly elected President of this corporation.

Baton Rouge, Louisiana, this 27th day of September, 1983.

  
Dale E. Redman, Secretary

927  
9608  
1983 SEP 30 PM 4:04  
FILED AND RECORDED  
FBI - BATON ROUGE, LOUISIANA

SEP 27 1983  
FBI - BATON ROUGE, LOUISIANA

State of  Louisiana


**SHERMAN A. BERNARD**

I, THE UNDERSIGNED **COMMISSIONER OF INSURANCE**, OF THE STATE OF LOUISIANA, DO HEREBY CERTIFY THAT

a certified copy of AMENDMENT TO ARTICLE VI OF THE ARTICLES OF \_\_\_\_\_ of the  
INCORPORATION UNITED GENERAL TITLE INSURANCE COMPANY

an insurance company organized under the laws of the State of Louisiana, domiciled at Baton Rouge, Louisiana, Parish of East Baton Rouge, being by act before Lee C. Kantrow, Notary in and for Parish of East Baton Rouge, State of Louisiana, on the 28th day of May, 19 85, and recorded in Original Book of the Charter of the Parish of East Baton Rouge, on the 31st day of May, 19 85, was filed in this office at 1:50 P.M. on the 6th day of June, 19 85

Given under my signature, authenticated with the impress of my Seal of office, at the City of Baton Rouge, this 6th day of June A. D. 19 85

  
Commissioner of Insurance



AMENDMENT TO ARTICLE VI OF THE  
ARTICLES OF INCORPORATION OF  
UNITED GENERAL TITLE INSURANCE COMPANY

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public in and for the Parish of East Baton Rouge, State of Louisiana, duly commissioned and qualified and in the presence of the undersigned competent witnesses, personally came and appeared:

----- HARRIS J. CHUSTZ -----  
President of and acting for UNITED GENERAL TITLE INSURANCE COMPANY (the "Corporation"), a Corporation organized under the laws of the State of Louisiana, with its registered office in the Parish of East Baton Rouge, Louisiana;

who did declare that:

Pursuant to a resolution of the shareholders of the Corporation adopted at a special meeting of the shareholders duly called and held on the 28th day of May, 1985, at the office of the Corporation at Baton Rouge, Louisiana, for the purpose of adopting the within described amendment to Article VI of the corporation's Articles of Incorporation, a certified copy of an extract from the minutes of which meeting is attached hereto, the said Harris J. Chustz now appears for the purpose of executing this act of amendment and putting into authentic form the amendment agreed to by the unanimous vote of all of the shareholders of the Corporation.

Appearer further declared that notice for the calling of the special meeting for the purpose of adopting this amendment to Article VI of the Articles of Incorporation and all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of this Corporation, that all of the shareholders of the Corporation were present at said meeting, and that by the unanimous vote of said shareholders, it was resolved that Article VI of the Articles of Incorporation of UNITED GENERAL TITLE INSURANCE COMPANY be amended so as to read as follows:

"ARTICLE VI

- A. The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$4.00 each.
- B. The amount of paid in capital of this Corporation shall be \$600,000.00 and its surplus shall be

APPROVED FOR RECORDATION

Date: May 30, 1985

*Harris J. Chustz*  
Notary Public

EXTRACT FROM THE MINUTES OF THE SPECIAL SHAREHOLDERS  
MEETING OF UNITED GENERAL TITLE INSURANCE COMPANY  
HELD ON MAY 28, 1985

The following resolutions were duly offered, seconded and unanimously adopted by the unanimous vote of the holders of all of the outstanding shares of this Corporation, which shares presently total 25,000, all of which holders were present at the meeting.

BE IT RESOLVED, that Article VI of the Articles of Incorporation of United General Title Insurance Company be amended so as to read as follows:

"ARTICLE VI

- A. The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$4.00 each.
- B. The amount of paid in capital of this Corporation shall be \$600,000.00 and its surplus shall be \$925,000.00. The stock in this Corporation shall be paid for in cash."

BE IT FURTHER RESOLVED, that Harris J. Chustz, President of this Corporation, be, and he is hereby, fully authorized and empowered for and on behalf of this Corporation to execute a notarial act of amendment to Article VI of the Articles of Incorporation, as set forth hereinabove and to take such actions and to execute or to have executed all such other instruments and documents that he may deem to be necessary, required or expedient, in order to implement and accomplish such amendment to Article VI of the Articles of Incorporation, hereby ratifying and confirming all that said President has done or may do in the premises.


\* \* \* \* \*

C E R T I F I C A T E

I hereby certify that this a true and correct copy of an extract from the minutes of a special meeting of the shareholders of United General Title Insurance Company, duly called and held in the office of that Corporation in Baton Rouge, Louisiana, on the 28th day of May, 1985, for the purpose of adopting an Amendment to Article VI of the Articles of Incorporation; that notice for the calling of the special meeting and all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of this Corporation and that all of the shareholders were present at such meeting and voted unanimously in favor of the aforesaid resolutions.

I further certify that Harris J. Chustz is the duly elected President of this Corporation.

Baton Rouge, Louisiana, this 28th day of May, 1985.

  
\_\_\_\_\_  
Dale E. Redman, Secretary

101  
9753  
MAY 31 10 59 AM '85  
CERTIFIED COPY  
97-024701  
HARRIS J. CHUSTZ  
PRESIDENT  
UNITED GENERAL TITLE INSURANCE COMPANY  
BATON ROUGE, LOUISIANA

\$925,000.00. The stock in this Corporation shall be paid for in cash."

THUS DONE, READ AND SIGNED in my presence and in the presence of the undersigned competent witnesses at Baton Rouge, Parish of East Baton Rouge, State of Louisiana, this 28th day of May, 1985.

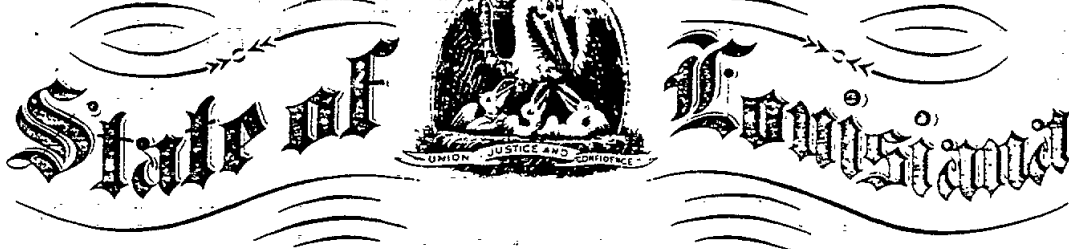
WITNESSES:

Anne Gause  
Sherry Anderson

UNITED GENERAL TITLE INSURANCE COMPANY

By: Harris J. Chustz  
Harris J. Chustz,  
President

W. C. [Signature]  
Notary Public



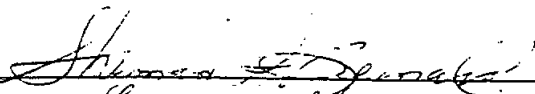
**SHERMAN A. BERNARD**

I, THE UNDERSIGNED **COMMISSIONER OF INSURANCE**, OF THE STATE OF LOUISIANA, DO HEREBY CERTIFY THAT

a certified copy of ARTICLES OF INCORPORATION of the  
UNITED GENERAL TITLE INSURANCE COMPANY

an insurance company organized under the laws of the State of Louisiana, domiciled at BATON ROUGE, Louisiana, Parish of EAST BATON ROUGE, being by act before SUSAN H. LAPINAKE Notary in and for Parish of EAST BATON ROUGE, State of Louisiana, on the 4th day of September, 1986, and recorded in Original Book of the CHARTER of the Parish of EAST BATON ROUGE, on the 5th day of September, 1986, was filed in this office at 10:15 A.M. on the 8th day of September, 1986.

Given under my signature, authenticated with the impress of my Seal of office, at the City of Baton Rouge, this 8th day of September A. D. 1986

  
Commissioner of Insurance

# State of Louisiana



CORRECTED

**SHERMAN A. BERNARD**

I, THE UNDERSIGNED **COMMISSIONER OF INSURANCE**, OF THE STATE OF LOUISIANA, DO HEREBY CERTIFY THAT

the capital stock and surplus of the UNITED GENERAL TITLE INSURANCE COMPANY, Baton Rouge, LA, was increased from \$600,000 and \$925,000 to \$1,005,000 and \$1,745,000 in accordance with charter amendment filed and recorded in this office this 8th day of September 1986.

*Given under my signature, authenticated with the  
impress of my Seal of office, at the City of Baton  
Rouge, this 8th day of September  
A. D. 19<sup>86</sup>*

*Sherman A. Bernard*  
Commissioner of Insurance

AMENDMENT TO ARTICLE VI OF THE  
ARTICLES OF INCORPORATION OF  
UNITED GENERAL TITLE INSURANCE COMPANY

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public in and for the Parish of East Baton Rouge, State of Louisiana, duly commissioned and qualified and in the presence of the undersigned competent witnesses, personally came and appeared:

----- HARRIS J. CHUSTZ -----  
President of and acting for UNITED GENERAL TITLE INSURANCE COMPANY (the "Company"), a corporation organized under the laws of the State of Louisiana, with its registered office in the Parish of East Baton Rouge, Louisiana;

who did declare that:

Pursuant to a resolution of the shareholders of the Company adopted at a special meeting of the shareholders duly called and held on the 4th day of September, 1986, at the office of the Company at Baton Rouge, Louisiana, for the purpose of adopting the within described amendment to Article VI of the Company's Articles of Incorporation, a certified copy of the minutes of which meeting is attached hereto, the said Harris J. Chustz now appears for the purpose of executing this act of amendment and putting into authentic form the amendment agreed to by the unanimous vote of all of the shareholders of the Company.

Appearer further declared that notice for the calling of the special meeting for the purpose of adopting this amendment to Article VI of the Articles of Incorporation and all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of the Company, that all of the shareholders of the Company were present at said meeting, and that by the unanimous vote of said shareholders, it was resolved that Article VI of the Articles of Incorporation of UNITED GENERAL TITLE INSURANCE COMPANY be amended so as to read as follows:

"ARTICLE VI

- A. The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$6.70 each.
- B. The amount of paid in capital of this Corporation shall be \$1,005,000.00 and its paid in and contributed surplus shall be \$1,745,000.00. The stock in this Corporation shall be paid for in cash."

THUS DONE, READ AND SIGNED in my presence and in the presence of the undersigned competent witnesses at Baton Rouge, Parish of East Baton Rouge, State of Louisiana, this 4th day of September, 1986.

WITNESSES:

Deanne H. Smith

Roberta DeLozier

UNITED GENERAL TITLE INSURANCE COMPANY

By: Harris J. Chustz  
Harris J. Chustz  
President

Gene J. Lonski  
Notary Public

APPROVED FOR RECORDATION

Date: September 5, 1986

Roberta DeLozier  
Commissioner of Insurance

CERTIFIED COPY OF THE MINUTES OF THE SPECIAL  
SHAREHOLDERS MEETING OF UNITED GENERAL TITLE  
INSURANCE COMPANY (the "Company")  
HELD ON SEPTEMBER 4, 1986

A special meeting of the shareholders of United General Title Insurance Company (the "Company") was held on September 4, 1986, at the offices of the Company located at 4041 Essen Lane, Baton Rouge, Louisiana. United Companies Life Insurance Company, the sole shareholder of all of the outstanding shares of the Company, was present at the meeting. As indicated by the signature of said shareholder hereinbelow, the said sole shareholder waived notice for the calling of this special meeting and all formalities in connection with this meeting. Mr. Dale E. Redman, Secretary of the Company, a wholly owned subsidiary of United Companies Life Insurance Company, declared that he was present and in his capacity as Secretary Treasurer of United Companies Life Insurance Company, was acting for and on its behalf as the owner and holder of all of the presently authorized and outstanding capital stock of the Company. The Secretary then read the Waiver executed by Dale E. Redman on behalf of United Companies Life Insurance Company waiving notice by it for the calling and holding of this special meeting and all formalities in connection with the conduct of this meeting. Harris J. Chustz was chosen Chairman of the meeting and Dale E. Redman was chosen Secretary. The Chairman called the meeting to order. The Chairman directed that the foregoing Waiver by United Companies Life Insurance Company be filed with and made a part of the minutes of this meeting.

A discussion was held concerning amendment of the Articles of Incorporation of the Company to increase the par value of the capital stock of the Company from \$4.00 to \$6.70 and to increase its paid in and contributed surplus by \$820,000.00. After due discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted, to-wit:

BE IT RESOLVED, that Article VI of the Articles of Incorporation of United General Title Insurance Company be amended so as to read as follows:

"ARTICLE VI

- A. The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$6.70 each.
- B. The amount of paid in capital of this Corporation shall be \$1,005,000.00 and its paid in and contributed surplus shall be \$1,745,000.00. The stock in this Corporation shall be paid for in cash."

BE IT FURTHER RESOLVED, that Harris J. Chustz, President of the Company, be and he is hereby, fully authorized and empowered for and on behalf of the Company to execute a notarial act of amendment to Article VI of the Articles of Incorporation, as set forth hereinabove and to take such actions and to execute or to have executed all such other instruments and documents that he may deem to be necessary, required or expedient, in order to implement and accomplish such amendment to Article VI of the Articles of Incorporation, hereby ratifying and confirming all that said President has done or may do in the premises.

BE IT FURTHER RESOLVED, that the officers of the Company be and they are hereby fully authorized and empowered, for and on behalf of the Company, to execute all such instruments and documents that they may deem to be necessary, required or expedient in order to implement and accomplish the foregoing transaction.

BE IT FURTHER RESOLVED that all actions taken by the officers of the Company, or any one or more of them, are



hereby ratified and confirmed and made the acts and deeds of the Company.

The Chairman then informed the sole shareholder of the Company that the Special Shareholders Meeting which had been previously called for September 16, 1986, was hereby canceled as it was no longer necessary, in view of the amendment adopted at this meeting, to consider the proposed amendment to Article VI of the Articles of Incorporation of the Company to increase its number of authorized shares.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously passed, the meeting was adjourned.

\*\*\*\*\*

C E R T I F I C A T E

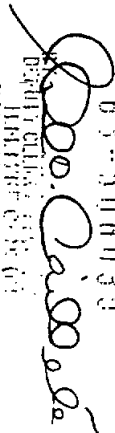
I hereby certify that this a true and correct copy of the minutes of a special meeting of the shareholders of the Company, duly called and held in office of the Company in Baton Rouge, Louisiana, on the 4th day of September, 1986, for the purpose of adopting an Amendment to Article VI of the Articles of Incorporation; that notice for the calling of the special meeting and all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of the Company and that all of the shareholders were present at such meeting and voted unanimously in favor of the aforesaid resolutions.

I further certify that Harris J. Chustz is the duly elected President of the Company.

Baton Rouge, Louisiana, this 4th day of September, 1986.

  
\_\_\_\_\_  
Dale E. Redman, Secretary

25 FILE 9862  
1986 SEP -5 PM 3:09  
DON BA...  
HARRIS J. CHUSTZ, President  
SECRETARY

69-506039  
  
DEPUTY CLERK  
CHAMP...

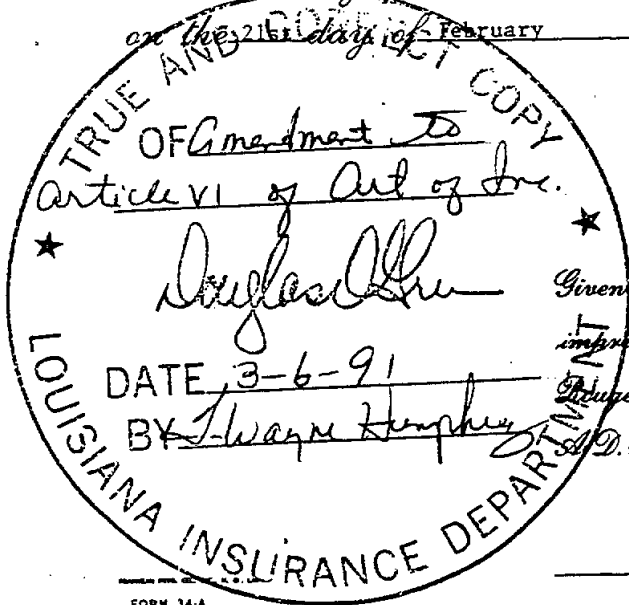
# State of Louisiana



Douglas B. "Doug" Green  
I, THE UNDERSIGNED Commissioner of Insurance, OF THE STATE OF  
LOUISIANA, DO HEREBY CERTIFY THAT

a certified copy of AMENDMENT TO ARTICLE VI OF THE  
ARTICLES OF INCORPORATION of the  
UNITED GENERAL TITLE INSURANCE COMPANY

an insurance company organized under the laws of the State of  
Louisiana, domiciled at BATON ROUGE, Louisiana,  
Parish of EAST BATON ROUGE, being by act before J. MICHAEL ROBINSON, JR  
Notary in and for Parish of EAST BATON ROUGE, State of Louisiana,  
on the 8th day of February, 1991, and recorded in Original Book  
of the CHARTER of the Parish of EAST BATON ROUGE  
on the 15th day of February, 1991, was filed in this office at 3:00 p.m.  
on the 21st day of February, 1991



RECEIVED  
MAR 27 1991

COMMISSIONER OF INSURANCE

Given under my signature, authenticated with the  
impress of my Seal of office, at the City of Baton  
Rouge, this, 21st day of February  
1991

Douglas B. Green  
Commissioner of Insurance

CERTIFIED COPY OF THE MINUTES  
OF THE SPECIAL SHAREHOLDERS MEETING OF  
UNITED GENERAL TITLE INSURANCE COMPANY  
HELD ON SEPTEMBER 28, 1990

A special meeting of the Shareholders of United General Title Insurance Company (the "Company") was held on September 28, 1990 at the offices of the Company located at 4041 Essen Lane, Baton Rouge, Louisiana. United Companies Financial Corporation, the sole shareholder of all of the outstanding shares of the Company, acting by and through its Secretary, Dale E. Redman, was present at the meeting. As indicated by the signature of said shareholder hereinbelow, the said sole shareholder waived notice for the calling of this special meeting and all formalities in connection with this meeting. J. Terrell Brown was chosen Chairman of the meeting and Dale E. Redman was chosen Secretary. The Chairman called the meeting to order. The Secretary then read the Waiver executed by Dale E. Redman on behalf of United Companies Financial Corporation waiving notice by it for the calling and holding of this special meeting and all formalities in connection with the conduct of this meeting. The Chairman directed that the foregoing Waiver by United Companies Financial Corporation be filed with and made a part of the minutes of this meeting.

A discussion was held concerning amendment of the Articles of Incorporation of the Company to increase its paid in and contributed surplus by \$1,200,000.00. After due discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted, to-wit:

BE IT RESOLVED, that Article VI of the Articles of Incorporation of United General Title Insurance Company be amended so as to read as follows:

"ARTICLE VI

- A. The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$6.70 each.
- B. The amount of paid in capital of this Corporation shall be \$1,005,000.00 and its paid in and contributed surplus shall be \$2,945,000.00. The stock in this Corporation shall be paid for in cash."

BE IT FURTHER RESOLVED, that J. Terrell Brown, Chairman of the Board and Chief Executive Officer of this Company, be and he is hereby, fully authorized and empowered for and on behalf of this Company to execute a notarial act of amendment to Article VI of the Articles of Incorporation, as set forth hereinabove and to take such actions and to execute or to have executed all such other instruments and documents that he may deem to be necessary, required or expedient, in order to implement and accomplish such amendment to Article VI of the Articles of Incorporation, hereby ratifying and confirming all that said Chairman of the Board and Chief Executive Officer has done or may do in the premises.

BE IT FURTHER RESOLVED, that the officers of this Company be and they are hereby fully authorized and empowered, for and on behalf of this Company, to execute all such instruments and documents that they may deem to be necessary, required or expedient in order to implement and accomplish the foregoing transaction.

BE IT FURTHER RESOLVED, that all actions taken by the officers of this Company, or any one or more of them, are hereby ratified and confirmed and made the acts and deeds of this Company.

**RECEIVED**

MAR 27 1991

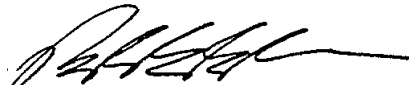
COMMISSIONER OF INSURANCE

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously adopted the meeting was adjourned.

  
Dale E. Redman, Secretary

APPROVED AND ALL NOTICES AND FORMALITIES WAIVED:

UNITED COMPANIES FINANCIAL CORPORATION

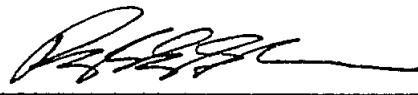
By:   
Dale E. Redman, its Secretary  
and duly authorized representative

**CERTIFICATE**

I hereby certify that this is a true and correct copy of the minutes of a special meeting of the shareholders of this Company, duly called and held in office of this Company in Baton Rouge, Louisiana, on the 28th day of September, 1990, for the purpose of adopting an Amendment to Article VI of the Articles of Incorporation; that notice for the calling of the special meeting and all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of this Company and that all of the shareholders were present at such meeting and voted unanimously in favor of the aforesaid resolutions.

I further certify that J. Terrell Brown is the duly elected Chairman of the Board and Chief Executive Officer of this Company.

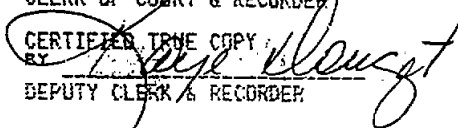
Baton Rouge, Louisiana, this 8<sup>th</sup> day of February, 1991.

  
Dale E. Redman, Secretary

ORIG 20 BNDL 10205

FILED AND RECORDED  
EAST BATON ROUGE PARISH, LA.

1991 FEB 15 PM 02:45:03  
FTL BK FOLIO  
PHILIP N. BURT  
CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY  
BY   
DEPUTY CLERK & RECORDER

jmr\16587\minutes.003

-2- RECEIVED  
MAR 27 1991

AMENDMENT TO ARTICLE VI OF THE  
ARTICLES OF INCORPORATION OF  
UNITED GENERAL TITLE INSURANCE COMPANY

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public in and for the Parish and State aforesaid, duly commissioned and qualified and in the presence of the undersigned competent witnesses, personally came and appeared:

**J. TERRELL BROWN**

Chairman of the Board and Chief Executive Officer of and acting for UNITED GENERAL TITLE INSURANCE COMPANY (the "Company"), a corporation organized under the laws of the State of Louisiana, with its registered office in the Parish of East Baton Rouge, Louisiana;

who did declare that:

Pursuant to a resolution of the shareholders of the Company adopted at a special meeting of the shareholders duly called and held on the 28th day of September, 1990, at the office of the Company at Baton Rouge, Louisiana, for the purpose of adopting the within described amendment to Article VI of the Company's Articles of Incorporation, a certified copy of the minutes of which meeting is attached hereto, the said J. Terrell Brown now appears for the purpose of executing this act of amendment and putting into authentic form the amendment agreed to by the unanimous vote of all of the shareholders of the Company.

Appearer further declared that notice for the calling of the special meeting for the purpose of adopting this amendment to Article VI of the Articles of Incorporation and for all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of the Company, that all of the shareholders of the Company were present at said meeting, and that by the unanimous vote of said shareholders, it was resolved that Article VI of the Articles of Incorporation of UNITED GENERAL TITLE INSURANCE COMPANY be amended so as to read as follows:

"ARTICLE VI

- A. The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$6.70 each.
- B. The amount of paid in capital of this Corporation shall be \$1,005,000.00 and its paid in and contributed surplus shall be \$2,945,000.00. The stock in this Corporation shall be paid for in cash."

**RECEIVED**

MAR 27 1991

THUS DONE, READ AND SIGNED in my presence and in the presence of the undersigned competent witnesses at Baton Rouge, Parish of East Baton Rouge, State of Louisiana, on this 8<sup>th</sup> day of February, 1991.

WITNESSES:

UNITED GENERAL TITLE INSURANCE COMPANY

Anne Garber  
Jeff Lucas

By:

J. Terrell Brown  
J. Terrell Brown, Chairman of the Board and Chief Executive Officer

J. Michael R.  
Notary Public

APPROVED FOR RECORDATION

Date: Feb. 15, 1991

Donald J. Fournier, Jr.  
Commissioner of Insurance

e:\jmr\16587\amendment

RECEIVED

MAR 27 1991

COMMISSIONER OF INSURANCE

# State of Louisiana



James H. "Jim" Brown  
I, THE UNDERSIGNED Commissioner of Insurance, OF THE STATE OF  
LOUISIANA, DO HEREBY CERTIFY THAT

a certified copy of AMENDMENT TO ARTICLE VI OF THE  
ARTICLES OF INCORPORATION of the  
UNITED GENERAL TITLE INSURANCE COMPANY

an insurance company organized under the laws of the State of  
Louisiana, domiciled at BATON ROUGE, Louisiana,  
Parish of East Baton Rouge, being by act before J. Michael Robinson Jr.  
Notary in and for Parish of East Baton Rouge, State of Louisiana,  
on the 7th day of July, 19 95, and recorded in Original Book  
of the CHARTERS of the Parish of East Baton Rouge,  
on the 17th day of July, 19 95, was filed in this office at 11:00A.M.  
on the 21st day of July, 19 95

Amendment effective: July 11, 1995

Given under my signature, authenticated with the  
impress of my Seal of office, at the City of Baton  
Rouge, this: 21st day of July  
A. D. 19 95

*Jim Brown*

James H. "Jim" Brown  
Commissioner of Insurance

AMENDMENT TO ARTICLE VI OF THE  
ARTICLES OF INCORPORATION OF  
UNITED GENERAL TITLE INSURANCE COMPANY

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public in and for the Parish and State aforesaid, duly commissioned and qualified and in the presence of the undersigned competent witnesses, personally came and appeared:

J. TERRELL BROWN

Chairman of the Board and Chief Executive Officer of and acting for UNITED GENERAL TITLE INSURANCE COMPANY (the "Company"), a corporation organized under the laws of the State of Louisiana, with its registered office in the Parish of East baton Rouge, Louisiana; who did declare that;

Pursuant to a resolution of the shareholders of the Company adopted at a special meeting of the shareholder duly called and held on the 7 day of July, 1995, at the offices of the Company at Baton Rouge, Louisiana, for the purpose of adopting the within described amendment to Article VI of the Company's Articles of Incorporation, a certified copy of the minutes of which meeting is attached hereto, the said J. Terrell Brown now appears for the purpose of executing this act of amendment and putting into authentic form the amendment agreed to by the unanimous vote of all of the shareholders of the Company.

Appearer further declared that notice for the calling of the special meeting for the purpose of adopting this amendment to Article VI of the Articles of Incorporation and for all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of the Company, that all of the shareholders of the Company were present at said meeting, and that by the unanimous vote of said shareholders, it was resolved that Article VI of the Articles of Incorporation of UNITED GENERAL TITLE INSURANCE COMPANY be amended so as to read as follows:

"ARTICLE VI

- A. The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$13.40 each.
- B. The amount of paid in capital of this Corporation shall be \$2,010,000 and its paid in and contributed surplus shall be \$11,450,000. The common capital stock in this Corporation shall be paid for in cash."



THUS DONE, READ AND SIGNED in my presence and in the presence of the undersigned competent witnesses at Baton Rouge, Parish of East Baton Rouge, State of Louisiana, on this 7 day of July, 1995.

WITNESSES:

UNITED GENERAL TITLE INSURANCE COMPANY

Anne Gause

By:

J. Terrell Brown  
J Terrell Brown, Chairman of the  
Board and Chief Executive Officer

Sherry Anderson

J. M. [Signature]  
Notary Public

APPROVED FOR RECORDATION

July 11, 1995  
John A. Fontenot  
La. Commissioner of Insurance

JH Fontenot  
Att/Com.

**CERTIFIED COPY OF THE MINUTES**  
**OF A SPECIAL MEETING OF THE SOLE SHAREHOLDER**  
**OF UNITED GENERAL TITLE INSURANCE COMPANY**  
**HELD ON JULY 7, 1995**

A special meeting of the sole shareholder of United General Title Insurance Company (the "Company") was held on July 7, 1995 at the offices of the Company located at 4041 Essen Lane, Baton Rouge, Louisiana. United Companies Financial Corporation, the sole shareholder of all of the outstanding shares of the Company, acting by and through its Chairman of the Board and Chief Executive Officer, J. Terrell Brown, was present at the meeting. As indicated by the signature of the sole shareholder hereinbelow, the sole shareholder waived notice of the calling of this special meeting and all formalities in connection with this meeting. J. Terrell Brown was chosen Chairman of the meeting and Sherry E. Anderson was chosen Secretary. The Chairman called the meeting to order.

A discussion was held concerning a proposed amendment to the Articles of Incorporation of the Company to (i) make changes in the respective amounts allocated therein to paid in capital and contributed surplus (with the total of such amounts to remain the same); and (ii) increase the contributed surplus reflected therein to correct an understatement of \$1,005,000.

The foregoing adjustments would be accomplished by decreasing the par value of the shares of common capital stock of the Company from \$23.30 to \$13.40, 150,000 shares presently issued and outstanding, thereby decreasing the paid in capital from \$3,495,000 to \$2,010,000. Such decrease would be offset by a concurrent increase in contributed surplus, so that total paid in capital and contributed surplus would remain the same as a result of the revised allocation.

In addition, a review of the Company's records reveals that contributed surplus, without giving effect to the proposed revised allocation described above, is \$7,955,000, while the amount set forth in the Articles of Incorporation of the Company, as amended to date, is \$6,950,000, thereby resulting in an understatement of \$1,005,000. Giving effect to the proposed revised allocation between paid in capital and contributed surplus and the increase of contributed surplus by \$1,005,000 to accurately reflect the respective dollar amounts of the Company's capital accounts and to correct the present understatement of the contributed surplus account in the Articles of Incorporation of the Company, the contributed surplus of the Company will be \$9,440,000 and the total paid in and contributed surplus will be \$11,450,000.

After due discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted, to-wit:

**BE IT RESOLVED**, that Article VI of the Articles of Incorporation of United General Title Insurance Company be amended so as to read as follows:

**"ARTICLE VI**

- A.** The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$13.40 each.
- B.** The amount of paid in capital of this Corporation shall be \$2,010,000 and its paid in and contributed surplus shall be \$11,450,000. The common capital stock in this Corporation shall be paid for in cash."

**BE IT FURTHER RESOLVED**, that J. Terrell Brown, Chairman of the Board and Chief Executive Officer of this Company, be and he is hereby, fully authorized and empowered for and on behalf of this Company to execute a notarial act of amendment to Article VI of the Articles of Incorporation, as set forth hereinabove and to take such actions and to execute or to have executed all such other instruments and documents that he may deem to be necessary, required

or expedient, in order to implement and accomplish such amendment to Article VI of the Articles of Incorporation, hereby ratifying and confirming all that said Chairman of the Board and Chief Executive Officer has done or may do in the premises.

BE IT FURTHER RESOLVED, that the officers of this Company be and they are hereby fully authorized and empowered, for and on behalf of this Company, to execute all such instruments and documents that they may deem to be necessary, required or expedient in order to implement and accomplish the foregoing transaction, including but not limited to the execution of new stock certificates reflecting the changed par value to replace those stock certificates representing the 150,000 issued and outstanding shares of common capital stock of the Company.

BE IT FURTHER RESOLVED, that all actions taken by the officers of this Company, or any one or more of them, are hereby ratified and confirmed and made the acts and deeds of this Company.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously adopted the meeting was adjourned.


\*\*\*\*\*

**CERTIFICATE**

I hereby certify that this is a true and correct copy of the minutes of a special meeting of the shareholders of this Company, duly called and held in office of this Company in Baton Rouge, Louisiana, on the 7 day of July, 1995, for the purpose of adopting an Amendment to Article VI of the Articles of Incorporation; that notice for the calling of the special meeting and all formalities in connection with the holding of this meeting were waived by all of the shareholders of this Company and that all the shareholders were present at such meeting and voted unanimously in favor of the aforesaid resolutions.

I further certify that J. Terrell Brown is the duly elected Chairman of the Board and Chief Executive Officer of this Company.

Baton Rouge, Louisiana, this 7 day of July, 1995.

  
\_\_\_\_\_  
Sherry E. Anderson, Secretary

ORIG 816 BNDL 10618

FILED AND RECORDED  
EAST BATON ROUGE PARISH, LA.

1995 JULY 17 PM 01:56:56  
FTL BK FOLIO

DOUG WELBORN  
CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY  
BY

DEPUTY CLERK & RECORDER

# State of Louisiana

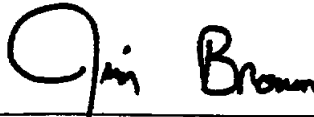
James H. "Jim" Brown  
I, THE UNDERSIGNED Commissioner of Insurance, OF THE STATE OF  
LOUISIANA, DO HEREBY CERTIFY THAT

AMENDMENT TO ARTICLES V AND VI  
a certified copy of OF THE ARTICLES OF INCORPORATION of the  
UNITED GENERAL TITLE INSURANCE COMPANY

an insurance company organized under the laws of the State of  
Louisiana, domiciled at Baton Rouge, Louisiana,  
Parish of East Baton Rouge being by act before Patty Garcia,  
County Colorado  
Notary in and for Parish of Denver, State of Colorado,  
on the 16th day of July, 19 96, and recorded in Original Book  
of the Charters of the Parish of East Baton Rouge,  
on the 20th day of August, 19 96, was filed in this office at 11:00 am  
on the 4th day of September, 19 96.

AMENDMENT EFFECTIVE: August 9, 1996

Given under my signature, authenticated with the  
impress of my Seal of office, at the City of Baton  
Rouge, this 4th day of September  
A. D. 19 96



James H. "Jim" Brown  
Commissioner of Insurance

AMENDMENT TO ARTICLES V AND VI OF THE  
ARTICLES OF INCORPORATION OF  
UNITED GENERAL TITLE INSURANCE COMPANY

STATE OF COLORADO

CITY AND COUNTY OF DENVER

BEFORE ME, the undersigned Notary Public in and for the City and County of Denver, as aforesaid, duly commissioned and qualified and in the presence of the undersigned competent witnesses, personally came and appeared:

JOHN P. DWYER, JR.

Chief Executive Officer and President of and acting for UNITED GENERAL TITLE INSURANCE COMPANY (the "Company"), a corporation organized under the laws of the State of Louisiana, with its registered office in the Parish of East Baton Rouge, Louisiana; who did declare that;

Pursuant to a resolution of the shareholders of the Company adopted at a special meeting of the shareholders duly called and held on the 15th day of April, 1996, at the office of the Company at Denver, Colorado, for the purpose of adopting the within described amendment to the Company's Articles of Incorporation, a certified copy of the minutes of which meeting is attached hereto, the said John P. Dwyer, Jr. now appears for the purpose of executing this act of amendment and putting into authentic form the amendment agreed to by the unanimous vote of all of the shareholders of the Company.

Apparater further declared that notice for the calling of the special meeting for the purposes of adopting this amendment to Articles V and VI of the Articles of Incorporation and for all formalities in connection with the holding of this meeting were waived in writing by all of the shareholders of the Company, that all of the shareholders of the Company were present at said meeting, and that by the unanimous vote of said shareholders, it was resolved that Articles V and VI of the Articles of Incorporation of UNITED GENERAL TITLE INSURANCE COMPANY be amended so as to read as follows:

"ARTICLE V

The full name and address of its registered agent for service of process in the State of Louisiana shall be:

CT Corporation System  
8550 United Plaza Boulevard  
Baton Rouge, Louisiana 70809"

"ARTICLE VI

- A. The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$13.40 each.
- B. The amount of paid in capital of this Corporation shall be \$2,010,000 and its paid in and contributed surplus shall be \$11,127,128. The common capital stock in this Corporation shall be paid for in cash."

THUS DONE, READ AND SIGNED in my presence and in the presence of the undersigned competent witnesses at Denver, Colorado, on this 16th day of July, 1996.

WITNESSES:

UNITED GENERAL TITLE INSURANCE COMPANY

Mary J. Sales

By: John P. Dwyer, Jr.  
John P. Dwyer, Jr., Chief Executive Officer and President

Glenda J. Smith

Alta Garcia  
Notary Public  
My Comm Expires  
12/26/99

APPROVED FOR RECORDATION

DATE: Aug. 9, 1996

Tom B. Fontenot  
FOR: COMMISSIONER OF INSURANCE  
STATE OF LOUISIANA  
John B. Fontenot

**CERTIFIED COPY OF THE MINUTES  
OF A SPECIAL MEETING OF THE SOLE SHAREHOLDER  
OF UNITED GENERAL TITLE INSURANCE COMPANY  
HELD ON APRIL 15, 1996**

A special meeting of the sole shareholder of United General Title Insurance Company (the "Company") was held on April 15, 1996 at the offices of the Company located at 999 18th Street, Suite 3020, Denver, Colorado 80202. United General Holding Company, Inc., the sole shareholder of all of the outstanding shares of the Company, acting by and through its Board of Directors was present at the meeting. As indicated by the signature of the sole shareholder hereinbelow, the sole shareholder waived notice of the calling of this special meeting and all formalities in connection with this meeting. John P. Dwyer, Jr. was chosen Chairman of the meeting and Blair L. Lockwood was chosen Secretary of the meeting. The Chairman called the meeting to order.

A discussion was held concerning a proposed amendment to the Articles of Incorporation of the Company to reflect an increase in the paid in and contributed surplus of the Company.

A review of the Company's records reveals that paid in and contributed surplus as of the date hereof is \$11,127,128. To give effect to the increase in contributed surplus and to accurately reflect the respective dollar amount of the Company's contributed surplus account in the Articles of Incorporation of the Company, the paid in and contributed surplus of the Company as of the date hereof will be \$11,127,128.

After due discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted, to-wit:

**BE IT RESOLVED**, that Articles V and VI of the Articles of Incorporation of United General Title Insurance Company be amended so as to read as follows:

**"ARTICLE V**

The full name and address of its registered agent for service of process in the State of Louisiana shall be:

CT Corporation System  
8550 United Plaza Boulevard  
Baton Rouge, Louisiana 70809"

**"ARTICLE VI**

- A. The authorized capital stock of this Corporation shall be 150,000 shares of common capital stock of the par value of \$13.40 each.
- B. The amount of paid in capital of this Corporation shall be \$2,010,000 and its paid in and contributed surplus shall be \$11,127,128. The common capital stock in this Corporation shall be paid for in cash."

**BE IT FURTHER RESOLVED**, that John P. Dwyer, Jr., Chief Executive Officer and President of this Company, be and he is hereby, fully authorized and empowered for and on behalf of this Company to execute a notarial act of amendment to the Articles of Incorporation, as set forth hereinabove, and to take such actions and to execute or to have executed all such other instruments and documents that he may deem to be necessary, required or expedient, in order to implement and accomplish such

amendment to the Articles of Incorporation, hereby ratifying and confirming all that said Chief Executive Officer and President has done or may do in the premises.

BE IT FURTHER RESOLVED, that all actions taken by the officers of this Company, or any one or more of them, are hereby ratified and confirmed and made the acts and deeds of this Company.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously adopted the meeting was adjourned.

\*\*\*\*\*

CERTIFICATE

I hereby certify that this is a true and correct copy of the minutes of a special meeting of the shareholders of this Company, duly called and held in office of this Company in Denver, Colorado on the 15th day of April, 1996, for the purpose of adopting an Amendment to the Articles of Incorporation; that notice for the calling of the special meeting and all formalities in connection with the holding of this meeting were waived by all of the shareholders of this Company and that all of the shareholders were present at such meeting and voted unanimously in favor of the aforesaid resolutions.

I further certify that John P. Dwyer, Jr. is the duly elected Chief Executive Officer and President of this Company.

Denver, Colorado this 16th day of July, 1996.



---

Blair L. Lockwood  
Secretary for the Meeting



# State of Louisiana

James H. "Jim" Brown  
I, THE UNDERSIGNED Commissioner of Insurance, OF THE STATE OF  
LOUISIANA, DO HEREBY

certify that the attached is a true and correct copy of the Articles of Incorporation and all amendments of the UNITED GENERAL TITLE INSURANCE COMPANY, of Baton Rouge, Louisiana, on file in the Commissioner of Insurance office.

*Given under my signature, authenticated with the  
impress of my Seal of office, at the City of Baton  
Rouge, this 29th day of September  
A. D. 19 97*

*Jim Brown*

James H. "Jim" Brown  
Commissioner of Insurance

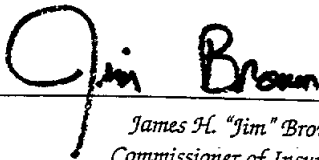
# State of Louisiana

James H. "Jim" Brown

I, THE UNDERSIGNED Commissioner of Insurance, OF THE STATE OF  
LOUISIANA, DO HEREBY

*certify that the attached is a true and correct copy of the Certificate of Authority of  
UNITED GENERAL TITLE INSURANCE COMPANY, of Baton Rouge, Louisiana,  
dated September 15, 1983, on file in the Commissioner of Insurance office.*

*Given under my signature, authenticated with the  
impress of my Seal of office, at the City of Baton  
Rouge, this, 12th day of April  
A. D. 19 99*



James H. "Jim" Brown  
Commissioner of Insurance



SHERMAN A. BERNARD  
COMMISSIONER

**State of Louisiana**  
COMMISSIONER OF INSURANCE  
BATON ROUGE

# Company's Certificate of Authority

Whereas, the UNITED GENERAL TITLE INSURANCE COMPANY

located at Baton Rouge, Louisiana

has applied for a certificate of authority and made the filings required of such Insurer:

Therefore, I, **Sherman A. Bernard**, the undersigned, Commissioner of Insurance, do hereby certify that the said UNITED GENERAL TITLE INSURANCE COMPANY

is authorized to transact its appropriate business of \_\_\_\_\_

TITLE

\_\_\_\_\_ Insurance in this State,  
in accordance with the laws thereof. This certificate shall remain in effect until cancelled, suspended,  
revoked, or the renewal thereof refused.

In Testimony Whereof, I hereunto subscribe my  
name, and affix the seal of my office at Baton Rouge,

this 15th

day of September A. D. 1983

S/ SHERMAN A. BERNARD

Commissioner of Insurance



SHERMAN A. BERNARD

I, THE UNDERSIGNED **COMMISSIONER OF INSURANCE**, OF THE STATE OF LOUISIANA, DO HEREBY CERTIFY THAT

a certified copy of Articles of Incorporation of the  
UNITED GENERAL TITLE INSURANCE COMPANY

an insurance company organized under the laws of the State of Louisiana, domiciled at Baton Rouge, Louisiana, Parish of East Baton Rouge, being by act before Lee C. Kantrow, Notary in and for Parish of East Baton Rouge, State of Louisiana, on the 2nd day of September, 1983, and recorded in Original Book of the Charters of the Parish of East Baton Rouge, on the 6th day of September, 1983, was filed in this office at 3:00 p.m. on the 15th day of September, 1983

Given under my signature, authenticated with the impress of my Seal of office, at the City of Baton Rouge, this 15th day of September A. D. 1983

\_\_\_\_\_  
Commissioner of Insurance

STATE OF COLORADO  
DEPARTMENT OF STATE

I hereby certify that this is a true and  
complete copy of the document filed in  
this office and admitted to record in  
File 19991103238

DATED June 7 19 99

Victoria Buckley  
Secretary of State

By [Signature]

