

812129

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN TITLE INSURANCE COMPANY, a Florida corporation, #018196

into

FIDELITY NATIONAL TITLE INSURANCE COMPANY OF PENNSYLVANIA, a
Pennsylvania corporation 812129

File date: March 14, 1997

Corporate Specialist: Darlene Connell

Document Number Only

812129

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

200002113932--2
-03/14/97--01067--009
*****70.00 *****70.00

Florida Title Insurance Company

into:

*Fidelity National Title Insurance Company of
Pennsylvania*

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Will Wait

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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CR2E031 (1-89)

3/14/97

Merger
Please call Melonie
with any problems.
3-14-97
DC

Thanks, 222-1072

FILED
97 MAR 14 PM 2:52
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Microfilm Number _____

Entity Number _____

Filed with the Department of State on _____

Secretary of the Commonwealth

NOV 21 1996

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation) the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: _____

Fidelity National Title Insurance Company of Pennsylvania

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 101 N. 6th Street Reading PA 19603
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____

Number and Street City State Zip County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider County

American Title Insurance Company - 120 South Warner Road, Suite 201

P.O. Box 61517

King of Prussia, PA 19406-0917

4. (Check, and if appropriate complete, one of the following):

X The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>Fidelity National Title Ins. Co. of PA</u>	<u>Adopted by action of the</u>
<u>board of directors of the parent</u>	<u>corporation pursuant to 15 Pa.C.S.-1924b3</u>

6. ~~on November 21, 1996 with no shareholder action required.~~
(Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

X The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

— Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number und Street	City	State	Zip
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DSCB:15-1926 (Rev 90)-3

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 1st day of July, 1996

Fidelity National Title Insurance Company of Pennsylvania

(Name of Corporation)

BY: [Signature]

(Signature)

Chief Financial Officer, Treasurer

TITLE: Executive Vice President, Asst Secretary

American Title Insurance Company

(Name of Corporation)

BY: [Signature]

(Signature)

TITLE: Vice President, Secretary

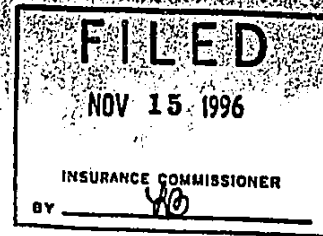
EXHIBIT "A"

PLAN OF MERGER
OF
AMERICAN TITLE INSURANCE COMPANY
INTO
FIDELITY NATIONAL TITLE INSURANCE COMPANY OF PENNSYLVANIA

- (1) The terms and conditions of the merger are as follows: The Surviving Corporation shall hereafter, as established by the merger, possess all the rights, privileges, immunities, powers and purposes of each of the constituent corporations.

Surviving Corporation: Fidelity National Title Insurance Company of Pennsylvania
Merging Corporation: American Title Insurance Company

- (2) There are no current changes to the Articles of Incorporation.
- (3) Manner and Basis of Converting Shares: On both a statutory and g.a.a.p. basis there is no increase in equity as the equity of American Title Insurance Company as a 99.9% owned subsidiary is already included in both sets of financials.
- (4) There will be no special treatment of shares held by any shareholder or group of shareholders.
- (5) The shares of American Title Insurance Company will be retired upon successful execution of the merger.
- (6) No officer, director, agent or employee of any insurer party to said merger shall receive any fee, commission, compensation, or other valuable consideration whatsoever for in any manner aiding, promoting, or assisting herein.



THE TREASURER OF THE STATE OF FLORIDA
DEPARTMENT OF INSURANCE

BILL NELSON

IN THE MATTER OF:

Proposed merger of
AMERICAN TITLE INSURANCE COMPANY
with FIDELITY NATIONAL TITLE
INSURANCE COMPANY OF PENNSYLVANIA

CASE NO. 16965-96-C

CONSENT ORDER

THIS CAUSE came on for consideration upon the filing with the Florida Department of Insurance (hereinafter referred to as the ("DEPARTMENT")) of an application for approval of the merger of AMERICAN TITLE INSURANCE COMPANY (hereinafter referred to as "AMERICAN TITLE") with FIDELITY NATIONAL TITLE INSURANCE COMPANY OF PENNSYLVANIA (hereinafter referred to as "FIDELITY NATIONAL"), pursuant to Section 628.451, Florida Statutes. The Treasurer and Insurance Commissioner has considered said application and, being otherwise advised in the premises, finds as follows:

1. AMERICAN TITLE is a licensed insurer legally domiciled in the State of Florida and subject to the jurisdiction and regulation of the DEPARTMENT, pursuant to Chapter 624, Florida Statutes and subject to the following paragraphs. AMERICAN TITLE's stock is 99.9% owned by FIDELITY NATIONAL.

2. FIDELITY NATIONAL is a licensed foreign insurer legally

domiciled in the state of Pennsylvania and subject to the jurisdiction and regulation of the DEPARTMENT, pursuant to Chapter 624, Florida Statutes. FIDELITY NATIONAL is licensed to write title insurance in the State of Florida.

3. FIDELITY NATIONAL had applied for and, subject to the conditions established herein, met all of the conditions precedent to the granting of approval of the merger of AMERICAN TITLE with FIDELITY NATIONAL.

4. Within thirty (30) days after entry of this Consent Order, FIDELITY NATIONAL shall file an amended Holding Company Registration Statement with the DEPARTMENT.

5. AMERICAN TITLE shall surrender their Certificate of Authority to the DEPARTMENT immediately upon effectuation of the merger.

6. Upon completion of the merger the existence of AMERICAN TITLE ceases.

7. The title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested into FIDELITY NATIONAL without reversion or impairment.

8. Upon completion of the merger FIDELITY NATIONAL shall be responsible and liable for all the liabilities and obligations of both AMERICAN TITLE and FIDELITY NATIONAL.

9. Any claim existing or action or proceeding pending by or against AMERICAN TITLE may be continued as if the merger did not occur and FIDELITY NATIONAL may be substituted in the proceeding for AMERICAN TITLE.

10. Neither the rights of creditors nor any liens upon the property of AMERICAN TITLE or FIDELITY NATIONAL shall be impaired by the merger.

11. The articles of incorporation for FIDELITY NATIONAL shall be amended to the extent of the Agreement.

12. All deposits held in the name of AMERICAN TITLE with the Florida Department of Insurance, Bureau of Collateral Securities will be transferred to and held in the name of FIDELITY NATIONAL, and will remain in the custody of the Florida Department of Insurance, Bureau of Collateral Securities. This deposit is to be held only for the benefit of Florida Policyholders, not for the benefit of all policyholders.

13. FIDELITY NATIONAL shall not exceed premiums written in the state of Florida of \$27,500,000 for the year ended December 31, 1997, \$30,000,000 for the year ended December 31, 1998 and \$32,500,000 for the year ended December 31, 1999 as submitted by FIDELITY NATIONAL with their "three year plan of operation," in connection with the Merger of AMERICAN TITLE into FIDELITY NATIONAL. If FIDELITY NATIONAL exceeds the aforementioned writing limitations by any amount, FIDELITY NATIONAL shall immediately cease writing or cease the assumption of any business in the state of Florida until such time as FIDELITY NATIONAL receives prior written approval from the Florida Department of Insurance to assume or commence writing premium in the state of Florida.

14. If at any time, the premiums written in the state of Florida, inclusive of assumed premiums, by FIDELITY NATIONAL equal or

exceed 55% of total premiums written, then FIDELITY NATIONAL agrees they are considered commercially domiciled in the state of Florida and FIDELITY NATIONAL shall abide by all Florida statutory requirements applicable to a like kind Florida domestic insurer until such time as the premiums written, inclusive of assumed premiums, falls below the 55% threshold. Additionally, FIDELITY NATIONAL agrees that the Florida Department of Insurance will have available all of the applicable remedies under Florida statutory authority for a like kind domestic insurer in the state of Florida provided FIDELITY NATIONAL exceeds the 55% threshold.

15. FIDELITY NATIONAL and AMERICAN TITLE shall comply with the Plan of Operations and the supporting documents submitted with the application. Any deviation from said plan and supporting documents must be approved in advance and in writing by the DEPARTMENT. Failure to comply with this paragraph would constitute an immediate danger to the public and the DEPARTMENT immediately shall suspend or revoke the Certificate of Authority of FIDELITY NATIONAL without further proceedings.

16. FIDELITY NATIONAL and AMERICAN TITLE affirm that all representations made herein are material to the issuance of this Consent Order.

17. FIDELITY NATIONAL and AMERICAN TITLE waive notice of hearing under section 120.57, Florida Statutes, and agree not to challenge or contest this Order in any forum now available to them, including the right to any administrative proceeding, circuit or federal court action or any appeal.

18. FIDELITY NATIONAL shall pay \$2,000 to the DEPARTMENT within ten (10) days of execution of this Consent Order to partially offset the DEPARTMENT's costs in this matter. Except as noted above, each party to this action shall bear its own costs and fees.

19. That failure to adhere to one or more of the above terms and conditions shall result without further proceedings in the Treasurer and Insurance Commissioner denying the above acquisition, or the revocation of FIDELITY NATIONAL's certificate of authority if such failure to adhere occurs after the issuance of the Consent Order approving the above acquisition.

20. The parties agree that this Consent Order will be deemed to be executed when signed copies have been exchanged by facsimile machine. The parties further agree that the original of this Consent Order with an original signature will be forwarded to the DEPARTMENT within three (3) days of its receipt by FIDELITY NATIONAL from the DEPARTMENT. Failure to forward a signed original within the specified time period shall render this agreement voidable.

THEREFORE, subject to the conditions set forth above, the DEPARTMENT hereby approves the proposed merger of AMERICAN TITLE with FIDELITY NATIONAL.

FURTHER, all terms and conditions contained herein are
hereby ORDERED.

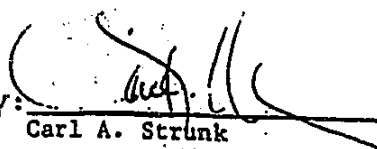
DONE and ORDERED this 15 day of November, 1996.




PETE MITCHELL
Chief of Staff

By execution hereof, FIDELITY NATIONAL TITLE INSURANCE COMPANY OF PENNSYLVANIA and AMERICAN TITLE INSURANCE COMPANY, consent to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein.

FIDELITY NATIONAL TITLE
INSURANCE COMPANY OF
PENNSYLVANIA

By: 

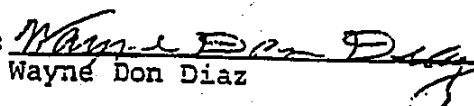
Carl A. Strunk

Title: EXECUTIVE VICE
PRESIDENT

Corporate Seal

COMPANY

AMERICAN TITLE INSURANCE

By: 

Wayne Don Diaz

Title: PRESIDENT

Corporate Seal

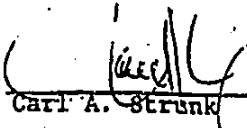
The undersigned represents that (a) he has the authority to bind FIDELITY NATIONAL TITLE INSURANCE COMPANY OF PENNSYLVANIA to the terms and conditions of this Consent Order, and specifically consents to the applicability of Section 624.310, Florida Statutes, in such representation of authority.

COMPANY

FIDELITY NATIONAL TITLE INSURANCE
COMPANY OF PENNSYLVANIA

CORPORATE SEAL

By:


Carl A. Strunk

Title: Executive Vice President

Copies furnished to:

Wayne D. Diaz, President
AMERICAN TITLE INSURANCE COMPANY
17911 Von Karman Ave, Suite 300
Irvine, CA 92714

Patrick F. Stone
FIDELITY NATIONAL TITLE
INSURANCE COMPANY OF
PENNSYLVANIA
17911 Von Karman Ave, Suite 300
Irvine, CA 92714

Donald A. Dowdell, Division Director
Division of Legal Services
200 East Gaines Street
612 Larson Building
Tallahassee, FL 32399-0333

Wayne Johnson, Bureau Chief
P&C Insurer Solvency and Market Conduct
203 Larson Building
Tallahassee, FL 32399