

018199

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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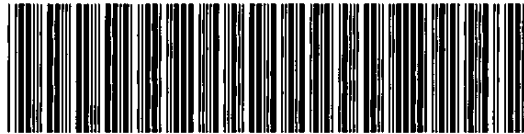
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/19/07--01032--001 **70.75

EFFECTIVE DATE
12-31-07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 DEC 19 PM 4:22

FILED

merger
[Signature]

12-20-07

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: National Title Insurance Company
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

W.L. Randol, Jr.

(Contact Person)

National Title Insurance Company

(Firm/Company)

151 S.W. 27th Avenue

(Address)

Miami, Florida 33135

(City/State and Zip Code)

For further information concerning this matter, please call:

W.L. Randol, Jr.

(Name of Contact Person)

At (305) 642-6220

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

ARTICLES OF MERGER

(Profit Corporations)

EFFECTIVE DATE

12-31-07

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|----------------------------------|---------------------|--|
| National Title Insurance Company | Florida | 018199 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---------------------------------|---------------------|--|
| National Title Abstract Company | Florida | 578716 |
| | | |
| | | |
| | | |
| | | |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 07 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/10/07.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/10/07.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

National Title
Insurance Company

WLRandol

W.L. Randol, Jr., President and
Chairman of the Board of Directors

National Title
Abstract Company

WLRandol

W.L. Randol, Jr., President and
Chairman of the Board of Directors

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---|---------------------|
| <u>National Title Insurance Company</u> | <u>Florida</u> |

The name and jurisdiction of each **subsidiary** corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|--|---------------------|
| <u>National Title Abstract Company</u> | <u>Florida</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The Board of Directors of National Title Insurance Company and National Title Abstract Company have determined that it is advisable and in the best interests of the Companies and their shareholders that National Title Abstract Company merge with and into National Title Insurance Company. National Title Insurance Company is the holder of 100% (300 shares) of the stock of National Title Abstract Company. Although not required by Florida Statute 607.1104, 100% of the stockholders of both Companies have approved the plan of merger.

Upon the Effective Date of the Merger, the separate existence of National Title Abstract Company shall cease and National Title Insurance Company, as the Surviving Corporation

(Attach additional sheets if necessary)

(i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger; (ii) shall be subject to all actions previously taken by its and National Title Abstract Company's Board of Directors; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of National Title Abstract Company; (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of National Title Abstract Company in the same manner as if National Title Insurance Company had itself incurred them.

Upon the Effective Date of the Merger the shares of National Title Abstract Company and its assets shall be exchanged for the forgiveness of the intercompany debt of National Title Abstract Company to National Title Insurance Company. This debt is a nonadmitted asset of National Title Insurance Company.