

803369

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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When originally filed  
10/23/06. We did not change  
jurisdiction records  
corrected 5/3/07.

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FILED

06 OCT 23 PM 12:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

Sif

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Lawyers Title Insurance Corporation  
(Name of Corporation)

**DOCUMENT NUMBER:** 803369

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Hope M. Vaughan  
(Name of Contact Person)

Lawyers Title Insurance Corporation  
(Firm/Company)

5600 Cox Road  
(Address)

Glen Allen, Virginia 23060  
(City/State and Zip Code)

For further information concerning this matter, please call:

Hope M. Vaughan at ( 804 ) 267-8697  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**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)**

803369

(Document number of corporation (if known))

1. Lawyers Title Insurance Corporation

(Name of corporation as it appears on the records of the Department of State)

2. Virginia

(Incorporated under laws of)

3. 08/03/1928

(Date authorized to do business in Florida)

**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? \_\_\_\_\_

5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

\_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

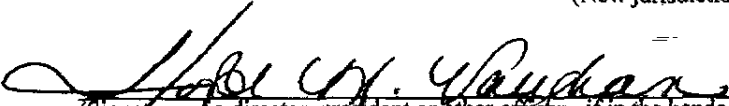
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Nebraska

(New jurisdiction)

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Hope M. Vaughan

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

**FILED**  
06 OCT 23 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

BEFORE THE DEPARTMENT OF INSURANCE  
STATE OF NEBRASKA

JUN 16 2006

NEBRASKA DEPARTMENT  
OF INSURANCE

IN THE MATTER OF THE  
REDOMESTICATION OF LAWYERS  
TITLE INSURANCE CORPORATION FROM  
VIRGINIA TO NEBRASKA

) CAUSE NO.: C-1568  
)  
) ORDER APPROVING  
) REDOMESTICATION  
)  
)

Lawyers Title Insurance Corporation ("Lawyers") is a Virginia domestic title insurance company and has applied to the Director of Insurance of the State of Nebraska ("Director") for approval to change its domicile from Virginia to Nebraska. After reviewing the filings, correspondence and all pertinent information provided to the Nebraska Department of Insurance, ("Department"), the Director hereby approves the application and finds, concludes and orders as follows:

FINDINGS OF FACT

1. On or about April 6, 2006, Lawyers filed an application and a plan to redomesticate from Virginia to Nebraska pursuant to *Neb. Rev. Stat.* §44-161 through §44-164 (redomestication provisions) and the provisions of the Nebraska Business Corporation Act. Said application and plan was supplemented throughout the Department's review process.
2. Lawyers is a Virginia domiciled insurance company. Lawyers first received a certificate of authority to transact the business of insurance in the State of Nebraska on May 19, 1954.
3. Lawyers desires to change its domicile from Virginia to Nebraska and the Board of Directors of Transnation has determined that it is in the best interest of Lawyers and its policyholders, its sole shareholder, LandAmerica Financial Group, Inc., a Virginia domiciled

holding company, for Lawyers to become a domestic company in the State of Nebraska.

Lawyers sole shareholder has approved the redomestication.

4. Lawyers requested the redomestication be effective as soon as all regulatory approvals are received. Virginia approved the redomestication on June 14, 2006.

5. Lawyers has designated its registered office as 10306 Regency Parkway Drive, Omaha, Nebraska 68114. The registered agent at said office is Lawrence F. Harr. Lawyers has committed to opening a principal office within the State of Nebraska.

6. The Board of Directors of Transnation has approved this transaction and this application and has caused Lawyers to file Amended and Restated Articles of Incorporation and Bylaws for Lawyers to effect the transfer of Lawyers domicile to Nebraska.

7. Lawyers has submitted all documents, information and filings required by Nebraska law and the Department, including the application, plan, Restated Articles of Incorporation and Bylaws, and the statutory trust deposit.

#### CONCLUSIONS OF LAW

1. The State of Nebraska Department of Insurance has jurisdiction over the subject matter and the parties to this transaction.

2. The approval of this application, Restated Articles of Incorporation and Bylaws will not, in any manner, impair the rights, remedies or security of any existing policyholders and will not render Lawyers operation hazardous to the public.

3. The application, plan, Restated Articles of Incorporation and Bylaws comply with the applicable Nebraska laws and should be approved.

4. After the redomestication, Lawyers will meet all requirements for holding a Certificate of Authority as a Nebraska domestic title insurer.

5. The application complies with all requirements and Nebraska insurance law and it should be approved.

ORDER

IT IS THEREFORE ORDERED that the application of Lawyers Title Insurance Corporation to transfer its domicile from Virginia to Nebraska is hereby approved. Lawyers Title Insurance Corporation shall file with this Department a copy of the Virginia approval of the redomestication when received.

The Nebraska Department of Insurance will issue Lawyers Title Insurance Corporation a certificate of authority to do the business of insurance as a domestic title insurer in the State of Nebraska.

Dated this 16th day of June, 2006.

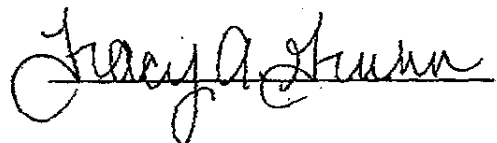
STATE OF NEBRASKA  
DEPARTMENT OF INSURANCE



L. TIM WAGNER  
Director of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Order Approving Redomestication was sent to Lawrence F. Harr, Lamson, Dugan and Murray, LLP, 10306 Regency Parkway Drive, Omaha, NE 68114-3743 by United States Mail, postage pre-paid on this 16th day of June, 2006.



# STATE OF NEBRASKA DEPARTMENT OF INSURANCE

## CERTIFICATION

July 7, 2006

I, L. TIM WAGNER, Director of Insurance of the State of Nebraska, do hereby certify that the attached is a full and correct copy of the

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**LAWYERS TITLE INSURANCE CORPORATION**

**APPROVED JUNE 21, 2006**

Now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office, at Lincoln, Nebraska.



*L. Tim Wagner*

DIRECTOR OF INSURANCE

NEBRASKA DEPT INSURANCE

MAY 19 2006

Tentative Approval  
NOT FINAL

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**LAWYERS TITLE INSURANCE COPORATION**

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LAWYERS TITLE INSURANCE CORPOR  
Filed 06/16/2006 03:50 PM  
STATE OF NEBRASKA  
DEPARTMENT OF INSURANCE

JUN 21 2006

**APPROVED**

1. These Amended and Restated Articles of Incorporation are executed pursuant to the applicable provisions of the Nebraska Business Corporation Act and the Nebraska insurance laws, and such Amended and Restated Articles of Incorporation shall be effective upon filing with the Nebraska Secretary of State and the Nebraska Department of Insurance.

2. The following Amended and Restated Articles of Incorporation contain amendments to the original Articles of Incorporation, which require shareholder approval. Subject to the approval of the Nebraska Department of Insurance, such amendments were recommended by the Board of Directors and adopted and approved by the sole shareholder, which held all of the Corporation's outstanding common voting stock, and by unanimous written consent of the directors of the corporation on the 24<sup>th</sup> of March, 2006. At the time of such adoption, there were 1,062,337 shares of common stock outstanding, all of which were of the same class and entitled to be voting the same. The number of shares voting for such amendments was 1,062,337 and the number of shares voting against such amendments was zero.

3. The following Amended and Restated Articles of Incorporation shall supersede and replace, in their entirety, the original Articles of Incorporation and all amendments thereto.

FIRST: The name of the Corporation is Lawyers Title Insurance Corporation.

SECOND: The street address of the registered office is 10306 Regency Parkway Drive, Omaha Nebraska 68114 and the Corporation's registered agent at such address is Lawrence F. Harr. The registered office of the Corporation is also the principal office of the Corporation in the State of Nebraska.

THIRD: The purpose of the Corporation shall be to engage in the business of title insurance to the full extent permitted by the Nebraska Title Insurers Act, Neb. Rev. Stat. §§ 44-1978 to 44-19,105 and to engage in such other business as may be necessary or incidental to the foregoing including any lawful act or activity for which corporations may be organized under the Nebraska Business Corporation Act, Neb. Rev. Stat. §§ 21-2001 to 21-20,193, which is not inconsistent with the business of title insurance.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 2,000,000 shares of Common Stock, \$5.00 par value (the "Common Stock").

FIFTH: A. Number, election and terms of directors; Board action. The business and affairs of the Corporation shall be managed by or under the direction of a Board of



Directors. The number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the total number of directors which the Corporation would have if there were no vacancies (the "Whole Board") and shall comply with any provisions of Chapter 44 of the Revised Nebraska Statutes and the Nebraska Business Corporation Act.

B. Shareholder nomination of director candidates and introduction of business. Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

C. Newly created directorships and vacancies. Subject to applicable law, and unless the Board of Directors otherwise determines, newly created directorships resulting from any increase in the authorized number of directors or any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled only by a majority vote of the directors then in office, though less than a quorum, and directors so chosen shall hold office until the next meeting of shareholders at which directors are elected and until such director's successor shall have been duly elected and qualified. No decrease in the number of authorized directors constituting the entire Board of Directors shall shorten the term of any incumbent director.

SIXTH: In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the Corporation, subject to the power of the holders of the capital stock of the Corporation to alter, amend or repeal the Bylaws.

SEVENTH: A. For purposes of this Article, the following definitions shall apply:

"expenses" include, without limitation, counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification;

"liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding;

"party" means an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding; and

"proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, and whether formal or informal.

B. To the full extent permitted by the Nebraska Business Corporation Act, as it exists on the date hereof or as hereafter amended, the Corporation shall indemnify any person who is, was or is threatened to be made a party to any proceeding, including without limitation a proceeding brought by or in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, by reason of the fact that such person is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, manager, partner, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity, against all liabilities and reasonable expenses incurred by such person in connection with the proceeding, except such liabilities and expenses as are incurred because of his willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The Corporation may contract in advance to indemnify, and make advances and reimbursements for expenses to, any person entitled to indemnity under this Section B of Article SEVENTH.

C. Any determinations or authorizations required to be made by the Corporation with respect to any claim by a person for indemnification or the advancement or reimbursement of expenses under this Article SEVENTH shall be made in the manner provided by law; provided, however, that in the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any such determination as to indemnification and expenses shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

D. The Corporation shall advance or reimburse the reasonable expenses incurred by a director, officer or other person specified in Section B of this Article SEVENTH in advance of final disposition of a proceeding to which such person is a party if such person furnishes the Corporation (i) a written statement of his good faith belief that he is entitled to indemnification under this Article and (ii) a written undertaking from him to repay any funds advanced if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation and shall be accepted without reference to his ability to make repayment. The Corporation is empowered to pay or reimburse expenses incurred by a director, officer or other person specified in Section B of this Article SEVENTH in connection with his appearance as a witness in a proceeding at a time when he is not a party.

E. The Corporation is empowered to indemnify or contract in advance to indemnify any person not specified in Section B of this Article SEVENTH who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the Corporation's request as a director, officer,

manager, partner, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity, against liabilities and reasonable expenses incurred by such person in connection with the proceeding to the same or a lesser extent as if such person had been specified as one to whom indemnification is granted in Section B.

F. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the Corporation's request as a director, officer, manager, partner, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article SEVENTH.

G. The provisions of this Article SEVENTH shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, arising from any action taken or failure to act, whether occurring before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any other pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

H. Every reference in this Article SEVENTH to directors, officers, employees, agents and other persons who are or may be entitled to indemnification, advances or reimbursements shall include all persons who formerly occupied any of the positions referred to herein. The rights of each person entitled to indemnification, advances and reimbursements pursuant to this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right to indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others.

I. Each provision of this Article SEVENTH shall be severable, and if any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect the validity of any other provisions or applications of this Article.

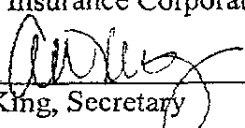
EIGHTH: To the full extent that the Nebraska Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation or its shareholders for any monetary damages.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and any other provisions authorized by the laws of the State of Nebraska at the time in force may be added or inserted, in the manner now or hereafter provided herein or by statute, and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons whosoever by and pursuant to these Articles of Incorporation in its present form or as amended are granted subject to the rights reserved in this Article.

TENTH: The date of incorporation of the Corporation is April 9, 1925.

IN WITNESS WHEREOF, Lawyers Title Insurance Corporation has caused this 2006 Amended and Restated Articles of Incorporation to be executed by its Secretary.

Lawyers Title Insurance Corporation

  
\_\_\_\_\_  
By Anna M. King, Secretary