

810531

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

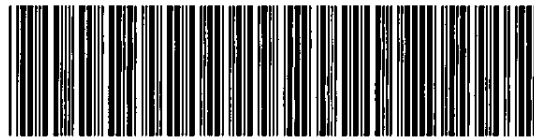
(Business Entity Name)

(Document Number)

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Office Use Only



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05/14/07--01055--020 \*\*43.75

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07 MAY 14 AM 10:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE:  
ONLY PERTINENT  
CERTIFICATION PERTAINING  
TO RE DOMESTICATION KEPT.  
(SP)  
ADVISED

Amend  
S

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Title Insurance Company of America  
(Name of Corporation)

**DOCUMENT NUMBER:** 810531

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Karen Earls

(Name of Contact Person)

LandAmerica Financial Group, Inc.

(Firm/Company)

5600 Cox Rd.-SRC West

(Address)

Glen Allen VA 23060

(City/State and Zip Code)

For further information concerning this matter, please call:

Karen Earls

(Name of Contact Person)

at ( 804 ) 267-8555

(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)**

810531

(Document number of corporation (if known))

1. Title Insurance Company of America

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

2. Tennessee

(Incorporated under laws of)

3. 09/15/1955

(Date authorized to do business in Florida)

FILED  
07 MAY 14 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, 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.

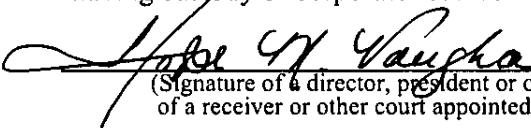
\_\_\_\_\_  
(New duration)

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

Nebraska

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(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)

Asst. Secretary

(Title of person signing)

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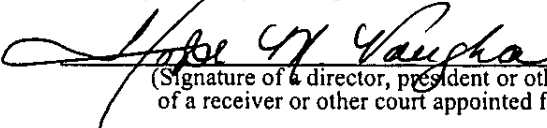
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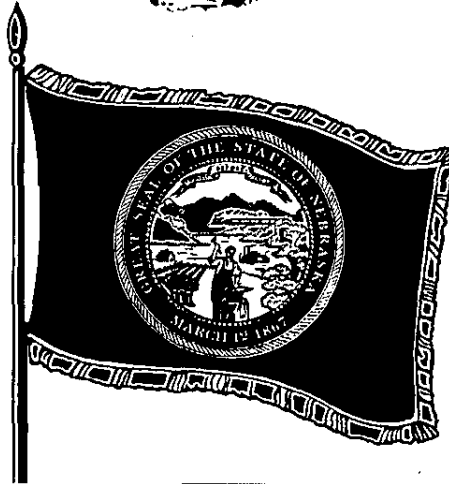
Asst. Secretary

(Title of person signing)

STATE OF

NEBRASKA

United States of America,  
State of Nebraska } ss.



Department of State  
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of the Articles of Incorporation  
as filed in this office on March 14, 2007 and all amendments thereto of

**TITLE INSURANCE COMPANY OF AMERICA**

with its registered office located in OMAHA, Nebraska.

I further certify that said corporation is in existence as of this date.

In Testimony Whereof,

I have hereunto set my hand and  
affixed the Great Seal of the State  
of Nebraska on April 12, 2007.

*John A. Gale*  
SECRETARY OF STATE



This certificate is not to be construed as an endorsement,  
recommendation, or notice of approval of the entity's  
financial condition or business activities and practices.



NE Sec of State John R Galt - CORP. AF  
1000707790 Pgs: 79  
TITLE INSURANCE COMPANY OF AME  
Filed: 03/14/2007 02:52 PM


Title Insurance Company of America  
5600 Cox Road  
Glen Allen, VA 23060  
phone: 804-267-8000  
www.landam.com

### SECRETARY'S CERTIFICATE

I, Anna Mastracco King, hereby certify that I am the Corporate Secretary of Title Insurance Company of America, (the "Corporation"), and as such I have access to and responsibility for its corporate records, including minutes of its Shareholders and Board of Directors.

I further certify that attached hereto as Exhibit A, a true and correct copy of the Unanimous Written Consent of the Board of Directors dated November 1, 2006 of the Corporation, and the resolutions contained therein have not been amended or rescinded and are in full force and effect as the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 5<sup>th</sup> day of December 2006.

  
\_\_\_\_\_  
Anna M. King  
Vice President and Corporate Secretary

**"Exhibit A"**  
**JOINT UNANIMOUS CONSENT OF**  
**BOARD OF DIRECTORS AND SOLE SHAREHOLDER**  
**TITLE INSURANCE COMPANY OF AMERICA**

**Effective November 1, 2006**

The undersigned, constituting all of the members of the Board of Directors (the "**Directors**") and sole shareholder (the "**Shareholder**") of Title Insurance Company of America, a Tennessee corporation (the "**Corporation**"), hereby waive notice and call by the Corporation for the special meeting of the shareholder and directors and consent to the adoption of the following resolutions, which resolutions shall be deemed to be adopted as of the effective date specified above to the same extent and to have the same force and effect as if such resolutions were adopted by a majority of the shares entitled to vote at a duly convened meeting held for such purpose.

WHEREAS, based on recommendations from management of the Corporation, the Directors and Shareholder of the Corporation have determined that it is in the best interests of the Corporation to change the Corporation's place of domicile from the State of Tennessee to the State of Nebraska (the "**Redomestication**"); and

WHEREAS, in connection with changing the Corporation's place of domicile and in order to make other changes to the charter of the Corporation, the Directors and Shareholder have determined that it is in the best interests of the Corporation to amend and restate its Articles of Incorporation (the "**Articles Restatement**") and to amend and restate its Bylaws (the "**Bylaws Restatement**"); and

WHEREAS, the undersigned sole Shareholder of the Corporation owns or has the right to vote all of the shares of issued and outstanding capital stock of the Corporation.

NOW THEREFORE BE IT RESOLVED, that the Directors and sole Shareholder hereby approve, confirm, ratify and adopt the Redomestication of the Corporation from the State of Tennessee to the State of Nebraska; and be it further

RESOLVED, that the Articles Restatement in the form attached hereto as Exhibit "A" is hereby approved, ratified, confirmed and adopted in all respects; and be it further

RESOLVED, that the officers of the Corporation including the President, Senior Executive Vice President, any Executive Vice President and Corporate Secretary be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver the Articles Restatement and any additional agreements, instruments, certificates or documents relating to, contemplated by, or necessary to the Redomestication including without limitation Articles of Redomestication and/or the Articles Restatement, which shall, in the judgment of such officers, be necessary, proper or advisable in order to effect the Redomestication and/or

the Articles Restatement or perform any of Corporation's obligations under or in connection with the Redomestication and/or the Articles Restatement; and be it further

RESOLVED, that upon execution and delivery of the Articles Restatement and any ancillary documents, the officers of the Corporation hereby are authorized, empowered and directed, in the name and on behalf of the Corporation, to file such documents with the appropriate regulatory authorities in the States of Nebraska and Tennessee, and any other state as may be necessary for such states to approve the Redomestication and the Articles Restatement and to pay any fees and expenses relating to same; and be it further

RESOLVED, that the Articles Restatement shall be effective upon filing with and approval by the Nebraska Secretary of State and the Nebraska Department of Insurance; and be it further

RESOLVED, that the Bylaws Restatement in the form attached hereto as Exhibit "B" is hereby approved, ratified, confirmed and adopted in all respects; and be it further

RESOLVED, that the effective date of the Bylaws Restatement shall be the same as the effective date of the Articles Restatement; and be it further

RESOLVED, that, following the Redomestication, the Corporation does hereby accept and agree to be bound by the provisions of the Nebraska Business Corporation Act with respect to its property and business operations within the State of Nebraska; and be it further

RESOLVED, that the sole shareholder of the Corporation hereby appoints Lawrence F. Harr, a resident of the State of Nebraska to serve as a director of the Corporation commencing November 15, 2006 and continuing until the next annual meeting of shareholders of the Corporation or until his successor is elected.

This Written Consent may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

*(Signature page follows)*



**SIGNATURE PAGE TO  
JOINT UNANIMOUS CONSENT OF  
BOARD OF DIRECTORS AND SOLE SHAREHOLDER  
TITLE INSURANCE COMPANY OF AMERICA**

IN WITNESS WHEREOF, the parties hereto have caused this Unanimous Consent to be duly executed and delivered as of the Effective Date set forth above.

Date Signed:

**DIRECTORS:**

12/5/06

  
Theodore L. Chandler, Jr.

12/5/06

  
G. William Evans

\_\_\_\_\_

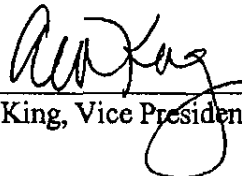
\_\_\_\_\_  
Jeffrey C. Selby

\_\_\_\_\_

\_\_\_\_\_  
Glyn J. Nelson

**SHAREHOLDER:  
TITLE INVESTORS GROUP,  
INC.**

12/5/06

  
Anna M. King, Vice President and Secretary

**SIGNATURE PAGE TO  
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Date Signed:

**DIRECTORS:**

\_\_\_\_\_  
Theodore L. Chandler, Jr.

\_\_\_\_\_  
G. William Evans

12/4/06  
\_\_\_\_\_  
Jeffrey C. Selby

\_\_\_\_\_  
Glyn J. Nelson

**SHAREHOLDER:  
TITLE INVESTORS GROUP,  
INC.**

\_\_\_\_\_  
Anna M. King, Vice President and Secretary

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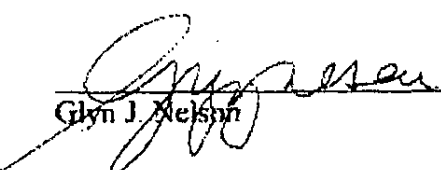
Date Signed:

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\_\_\_\_\_  
Theodore L. Chandler, Jr.

\_\_\_\_\_  
G. William Evans

\_\_\_\_\_  
Jeffrey C. Selby

12/4/06  
\_\_\_\_\_  
  
Glyn J. Nelson

**SHAREHOLDER:  
TITLE INVESTORS GROUP,  
INC.**

\_\_\_\_\_  
Anna M. King, Vice President and Secretary

ARTICLES OF REDOMESTICATION  
AND  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TITLE INSURANCE COMPANY OF AMERICA

FEB 12 2007

Tentative Approval  
NOT FINAL

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 March 31, 2007.

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 1<sup>st</sup> of November, 2006. At the time of such adoption, there were 344 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 344 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, as had previously been filed in the State of Tennessee, the former domicile of the Corporation.

FIRST: The name of the Corporation is Title Insurance Company of America.

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 400 shares of common stock, \$7,500.00 par value (the "Common Stock").

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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, arbitral 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 January 30, 1934.



**SECRETARY'S CERTIFICATE  
TITLE INSURANCE COMPANY OF AMERICA**

NE Sec of State John A. Gale - CORP. A  
1000707791 Pgs: 6  
TITLE INSURANCE COMPANY OF AME  
Filed: 03/14/2007 02:52 PM

The undersigned hereby certifies as follows as of the date of this Certificate:

1. I am the duly elected Corporate Secretary of Title Insurance Company of America (the "Corporation").
2. The resolutions set forth below were adopted by the sole shareholder and Board of Directors of the Corporation by joint unanimous consent effective February 21, 2007 and continues in full force and effect.

WHEREAS, the Directors and Shareholder of the Corporation approved by unanimous consent dated November 1, 2006 an amendment and restatement of the Corporation's Articles of Incorporation (the "*Articles Restatement*"); and

WHEREAS, the State of Nebraska has requested that the Corporation resubmit the Articles Restatement with a March 31, 2007 effective date, and the Directors and Shareholder desire to agree to such a change.

NOW THEREFORE BE IT RESOLVED, that the Directors and sole Shareholder hereby approve the replacement of "upon filing with the Nebraska Secretary of State and the Nebraska Department of Insurance" in the first paragraph of the Articles Restatement with "March 31, 2007", therefore making the effective date of the Articles Restatement March 31, 2007, in accordance with the request of the State of Nebraska; and be it further

RESOLVED, that the officers of the Corporation including the President, Senior Executive Vice President, any Executive Vice President and Corporate Secretary be, and hereby are, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute, deliver and file the amended Articles Restatement and any additional agreements, instruments, certificates or documents relating to, contemplated by, or necessary to the Redomestication, which shall, in the judgment of such officers, be necessary, proper or advisable in order to effect the Redomestication; and be it further

RESOLVED, that the Redomestication and Articles Restatement shall be effective on March 31, 2007, or such other date as may be approved by the Nebraska Secretary of State or Nebraska Department of Insurance; and be it further

RESOLVED, that, following the Redomestication, the Corporation does hereby accept and agree to be bound by the provisions of the Nebraska Business Corporation Act with respect to its property and business operations within the State of Nebraska.

  
\_\_\_\_\_  
Anna M. King  
Vice President, Corporate Counsel & Corporate  
Secretary

March 13, 2007

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