

828349

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

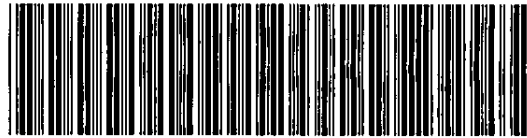
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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PAID
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 AUG -1, PM 12:45

C. LEWIS

AUG 14 2014

EXAMINER



**First American
Title Insurance Company**

August 1, 2014

VIA FEDERAL EXPRESS

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

**Re: First American Title Insurance Company (Document Number 828349)
Application for Amendment – Change in Jurisdiction**

Dear Sir or Madam:

First American Title Insurance Company (Document Number 828349) hereby formally notifies the Florida Department of State of a change in jurisdiction.

Please find enclosed the following documents:

- Application for amendment;
- Copy of the application for amendment for certification by the Florida Department of State;
- Certification of the redomestication of First American Title Insurance Company from California to Nebraska; and
- Check in the amount of \$52.20, which is the fee for filing and a certified copy.

If you should require additional information or have questions, please contact the undersigned.

Respectfully submitted,

FIRST AMERICAN TITLE INSURANCE COMPANY

Denise M. Clause, Paralegal

First American Title Insurance Company, 1 First American Way, Santa Ana, CA 92707

Direct: (714) 250-3148 // Email: dclause@firstam.com

Enclosures

\dmc

CC: James O. Nelson, Deputy General Counsel – Operations

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: First American Title Insurance Company
Name of Corporation

DOCUMENT NUMBER: 828349

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Denise Clause

Name of Contact Person

First American Title Insurance Company

Firm/Company

1 First American Way

Address

Santa Ana, CA 92707

City/State and Zip Code

dclause@firstam.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Denise Clause

Name of Contact Person

at (714) 250-3148

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)

828349

(Document number of corporation (if known))

1. First American Title Insurance Company

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

2. California

(Incorporated under laws of)

3. 7/21/1972

(Date authorized to do business in Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 AUG -14 PM 12:16

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. N/A

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

N/A

(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.

N/A

(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)

Jeffrey S. Robinson

(Typed or printed name of person signing)

SVP, Secretary

(Title of person signing)

STATE OF NEBRASKA

United States of America, } ss.
State of Nebraska }

Secretary of State
State Capitol
Lincoln, Nebraska

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

FIRST AMERICAN TITLE INSURANCE COMPANY,

was duly incorporated under the laws of this state on June 30, 2014 and do
further certify that no occupation taxes assessed are unpaid and no
occupation taxes are delinquent; Articles of Dissolution have not been filed
and said Insurance Company is in existence as of the date of this certificate.

*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.*

In Testimony Whereof,



I have hereunto set my hand and
affixed the Great Seal of the
State of Nebraska on this date of

July 1, 2014

John A. Gale
Secretary of State

STATE OF NEBRASKA

United States of America, } ss.
State of Nebraska }

Secretary of State
State Capitol
Lincoln, Nebraska

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

FIRST AMERICAN TITLE INSURANCE COMPANY

a Nebraska Insurance Company incorporated on June 30, 2014 filed Articles
of Amendment to the Articles of Incorporation on July 1, 2014.

I further certify that attached is a true and correct copy of the above
mentioned Articles of Amendment to the Articles of Incorporation.

*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.*

In Testimony Whereof,



I have hereunto set my hand and
affixed the Great Seal of the
State of Nebraska on this date of

July 1, 2014

John A. Gale
Secretary of State

NE Sec of State John A Galt - CORP A
1001203084
FIRST AMERICAN TITLE INSURANCE
Filed: 07/01/2014 08:51 AM

NEBRASKA DEPT INSURANCE

JUN 26 2014

Tentative Approval
NOT FINAL

AMENDED AND RESTATED
ARTICLES OF INCORPORATION AND REDOMESTICATION
OF
FIRST AMERICAN TITLE INSURANCE COMPANY

ARTICLE I
NAME

The name of this corporation shall be First American Title Insurance Company.

ARTICLE II
ORIGINAL STATE OF INCORPORATION

The corporation was originally incorporated and authorized to do business as an insurance company in the State of California on September 24, 1968. Upon the approval of these Amended and Restated Articles of Incorporation, the corporation be and continue to be possessed of all privileges, franchises and powers to the same extent as if it has been originally incorporated under the laws of the State of Nebraska; and all privileges, franchises and powers belong to said corporation, and all property, real, personal and mixed and all debts due on whatever account, all Certificates of Authority, agent appointments, outstanding insurance policies, and all choses in action, shall be and are hereby ratified, approved, confirmed and assured to the corporation, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Nebraska.

ARTICLE III
PURPOSE

The purpose of the corporation is to engage in the business of title insurance to the fullest extent permitted by the Nebraska Title Insurers Act, Neb. Rev. Stat. §§ 44-1978 to 44-1999 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 *et seq.*, and insuring the attachment, perfection, and priority of security interests in personal property, wherever the corporation is duly authorized or licensed to do so, which is not inconsistent with the business of title insurance.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The address of the current registered office of the corporation is 233 South 13th Street, Suite 1900, Lincoln, NE 68508, Lancaster County. The name of the registered agent is CSC-Lawyers Incorporating Service Company.

ARTICLE V
PRINCIPAL OFFICE

The place where the principal business of said corporation is to be transacted is Omaha, Nebraska. The principal place of business may be changed from time to time upon approval of the Board of Directors without amendment of these Articles of Incorporation. The principal place of business shall not be moved outside of the State of Nebraska without prior notice to the Nebraska Department of Insurance. The corporation may establish and maintain such branch offices, within or without the State of Nebraska as the Board of Directors may direct.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE

JUL 01 2014

APPROVED

**ARTICLE VI
EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VII
SHARES**

This corporation is authorized to issue only one class of shares of stock. The aggregate number of shares which the corporation shall have authority to issue is ten million (10,000,000) shares. The aggregate par value of said shares is One Billion Dollars (\$1,000,000,000); and the par value of each share is One Hundred Dollars (\$100).

**ARTICLE VIII
DIRECTORS LIABILITY**

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under Nebraska Business Corporation Act.

Any repeal or modification of the provisions of this article by the shareholders of this corporation shall not adversely affect any right or protection of a director or this corporation existing at the time of such repeal or modification.

**ARTICLE IX
INDEMNIFICATION OF AGENTS**

This corporation is authorized to provide indemnification of directors, officers, employees and agents of the corporation to the fullest extent permitted under §§ 21-20, 102 to 21-20, 111 of the Nebraska Business Corporation Act.


Any repeal or modification of the provisions of this article by the shareholders of this corporation shall not adversely affect any right or protection of a director or other agent of this corporation existing at the time of such repeal or modification.

**ARTICLE X
ACCEPTANCE OF NEBRASKA LAW**

The corporation, upon redomestication, elects to be governed by all of the provisions of the Nebraska Business Corporation Act and Nebraska Insurance Code to the extent applicable.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on July 1, 2014.

FIRST AMERICAN TITLE INSURANCE COMPANY



Dennis J. Gilmore
President and CEO



Timothy V. Kemp
Secretary

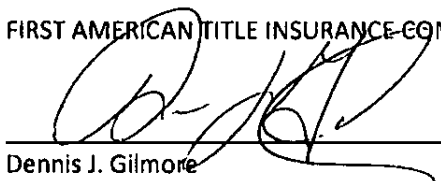
**CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION OF
FIRST AMERICAN TITLE INSURANCE COMPANY
A Nebraska corporation**


First American Title Insurance Company (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is First American Title Insurance Company.
2. The amendments revoke the original Articles of Incorporation and all prior amendments thereto in their entirety and substitute the Amended and Restated Articles of Incorporation attached to this Certificate.
3. The Amended and Restated Articles of Incorporation contain amendments which require shareholder approval. Such amendments were unanimously recommended by the Board of Directors and adopted and approved by the sole shareholder of the Corporation on June 20, 2014. At the time of adoption and approval of the amendments, the total number of outstanding shares of the corporation entitled to vote with respect to the foregoing amendment was three million (3,000,000) shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required for adoption of the amendment was more than two-thirds vote of all of the Directors.

IN WITNESS WHEREOF, this Certificate of Amendment and Restatement of Articles of Incorporation has been executed on July 1, 2014.

FIRST AMERICAN TITLE INSURANCE COMPANY


Dennis J. Gilmore
President and CEO

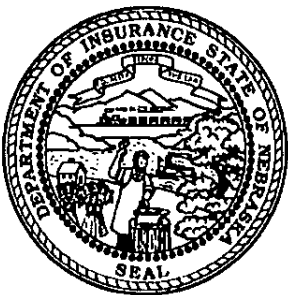

Timothy V. Kemp
Secretary

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE
CERTIFICATE OF COMPLIANCE

July 2, 2014

I, BRUCE R. RAMGE, Director of Insurance for the State of Nebraska, being the official charged by law with the supervision of insurance in said state, do hereby certify that the **FIRST AMERICAN TITLE INSURANCE COMPANY**, a Nebraska insurance corporation, is duly organized under the laws of this State and that said company has complied with all the requirements of the laws of this State and that it is authorized to issue policies and transact the business of insurance as described by subsection(s) 15 of Section 44-201 of the Nebraska Statutes.

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



Bruce R. Ramge
DIRECTOR OF INSURANCE

STATE OF NEBRASKA

DEPARTMENT OF INSURANCE

AMENDED CERTIFICATE OF AUTHORITY

FIRST AMERICAN TITLE INSURANCE COMPANY

DOMICILED IN THE STATE OF NEBRASKA

IS HEREBY AUTHORIZED AND LICENSED TO TRANSACT THE BUSINESS OF
INSURANCE IN THE STATE OF NEBRASKA AS DESCRIBED BY THE FOLLOWING
SUB-SECTION(S) OF SECTION 44-201 OF THE STATUTES OF NEBRASKA:

15 Title Insurance

147811

NEBRASKA IDENTIFICATION NUMBER

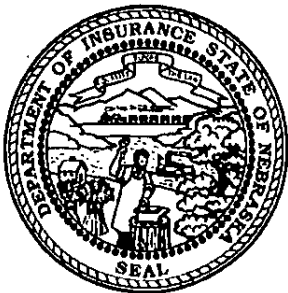
July 1, 2014

DATE ISSUED

April 30, 2015

DATE EXPIRES

SIGNED AT LINCOLN, NEBRASKA



Bruce R. Ramage

DIRECTOR OF INSURANCE

JUN 26 2014

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

FILED

IN THE MATTER OF THE)	CAUSE NO.: C-2090
REDOMESTICATION OF FIRST AMERICAN)	
TITLE INSURANCE COMPANY FROM)	ORDER APPROVING
CALIFORNIA TO NEBRASKA)	REDOMESTICATION
)	

First American Title Insurance Company ("FATICO") is a California domiciled title insurance company that has applied to the Director of Insurance of the State of Nebraska ("Director") for approval to change its domicile from California 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 February 24, 2014, FATICO filed an application and a plan to redomesticate from California to Nebraska pursuant to Neb. Rev. Stat. §§ 44-161 through 44-164 and the provisions of the Nebraska Business Corporations Act. Said application and plan was supplemented as necessary throughout the Department's review process.

2. FATICO is a California domiciled title insurance company. FATICO first received a certificate of authority to transact the business of insurance in the State of Nebraska on July 19, 1975.

3. FATICO desires to change its domicile from California to Nebraska and the Board of Directors of FATICO has determined that it is in the best interest of FATICO, its polycholders, and its shareholder for FATICO to become a domestic company in the State of

Nebraska. FATICO's sole shareholder, First American Financial Corporation, approved the redomestication on January 15, 2014.

4. FATICO requested the redomestication be effective July 1, 2014. The California Department of Insurance does not object to the redomestication.

5. The Board of Directors of FATICO has approved this redomestication and has caused FATICO to file Amended and Restated Articles of Incorporation and Bylaws for FATICO to effect the transfer of FATICO's domicile to Nebraska.

6. FATICO has submitted all documents, information and filings required by Nebraska law and the Department, including the application, plan, Restated Articles of Incorporation and Bylaws. FATICO is currently in the process of providing evidence of the statutory trust deposit required by Nebraska law.

CONCLUSIONS OF LAW

1. The State of Nebraska Department of Insurance has jurisdiction over the subject matter and the parties to this transaction pursuant to Neb. Rev. Stat. §§ 44-101.01 and 44-161.

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 of FATICO.

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

4. After the redomestication, FATICO 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 law and it should be approved.

ORDER

IT IS THEREFORE ORDERED that the application of First American Title Insurance Company to transfer its domicile from California to Nebraska is hereby approved.

The Nebraska Department of Insurance will issue First American Title Insurance Company a certificate of authority to do the business of insurance as a domestic title insurer in the State of Nebraska, effective July 1, 2014. This issuance is contingent on FATICO providing evidence of the statutory trust deposit required by Neb. Rev. Stat. § 44-319.01.

Dated this 26 day of June, 2014.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE



BRUCE R. RAMGE
Director of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above Order Approving Redomestication was served upon First American Title Insurance Company by mailing a copy of same to its attorney, Paige Waters, Locke Lord LLP, 111 South Wacker Drive, Chicago, IL 60606 on this 21 day of June, 2014 by U.S. Mail, postage prepaid.