

F080000001442

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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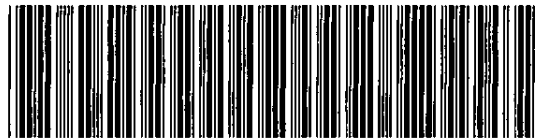
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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FILED

08 MAR 31 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For Qual
SF
4/1

TICOR TITLE INSURANCE COMPANY OF FLORIDA, #654679 REDOMESTICATED TO NEBRASKA AS TICOR TITLE INSURANCE COMPANY OF FLORIDA, #F08000001442 FILED 3/31/08 - THE REDOMESTICATION OF A FLORIDA CORP. TO A FOREIGN JURISDICTION SHALL BE DEEMED A MERGER PURSUANT TO 607.1107(5), F.S.

Fidelity National

171 N. Clark Street, 8th Floor, Chicago, IL 60601-3294

March 27, 2008

Mr. Tim Burch
Regulatory Specialist II
Florida Department of State
Division of Corporations
2661 W. Executive Center Circle
Tallahassee FL 32301

Re: Ticor Title Insurance Company of Florida

Dear Mr. Burch:

We have received the order from the Florida Office of Insurance Regulation approving the redomestication of the above company from Florida to Nebraska.

We wish to proceed with this qualification filing.

Please contact me if you have any questions.

Very truly yours,



Marjorie Nemzura
Vice President and Corporate Counsel
171 N. Clark Street - 8th Floor
Chicago, IL 60601-3294
312-223-4552 (phone)
1-800-621-1919 ext. 4552
312-223-5912 (fax)
nemzuram@ctt.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 16, 2007

KIMBERLY REEDER
C/O FIDELITY NATIONAL
601 RIVERSIDE AVE
JACKSONVILLE, FL 32204

SUBJECT: TICOR TITLE IONSURANCE COMPANY OF FLORIDA
Ref. Number: W07000056551

We have received your document for TICOR TITLE IONSURANCE COMPANY OF FLORIDA and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 407A00066255

Ticor Insurance Services, Inc.

601 Riverside Avenue, Jacksonville FL 32204

September 19, 2007

Nebraska Secretary of State
State Capitol, Suite 1301
Lincoln NE 68509

Re: Consent to use of name: Ticor Title Insurance Company of Florida

Dear Sir/Madam:

Ticor Insurance Services, Inc., a California corporation, hereby gives its consent to Ticor Title Insurance Company of Florida to use the name Ticor Title Insurance Company of Florida in Nebraska and to file Articles of Incorporation in Nebraska to form a corporation by the name of Ticor Title Insurance Company of Florida.

Very truly yours,

A handwritten signature in black ink, appearing to read "Todd C. Johnson", written over a horizontal line.

Todd C. Johnson
Senior Vice President and Secretary

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Ticor Title Insurance Company of Florida

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kimberly Reeder

(Name of Person)

Fidelity National

(Firm/Company)

601 Riverside Avenue

(Address)

Jacksonville FL 32204

(City/State and Zip code)

For further information concerning this matter, please call:

Marjorie Nemzura

(Name of Person)

at (312) 223-4552

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Tigor Title Insurance Company of Florida

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Nebraska

(State or country under the law of which it is incorporated)

3. 591971665

(FEI number, if applicable)

4. 02/04/1980

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 601 Riverside Avenue, Jacksonville FL 32204

(Principal office address)

601 Riverside Avenue, Jacksonville FL 32204

(Current mailing address)

8. title insurance

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **Chief Financial Officer**

Office Address: **200 East Gaines Street**

Tallahassee, Florida **32399**
(City) (Zip code)

FILED
08 MAR 31 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Chief Financial Officer of the State of Florida, pursuant to

(Registered agent's signature)

Chapter 48.151 of
the Florida Statutes

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Raymond R. Quirk

Address: 601 Riverside Avenue
Jacksonville FL 32204

Vice Chairman: _____

Address: _____

Director: Anthony J. Park

Address: 601 Riverside Avenue
Jacksonville FL 32204

Director: Christopher Abbinante

Address: 601 Riverside Avenue
Jacksonville FL 32204

B. OFFICERS

President: Raymond R. Quirk

Address: 601 Riverside Avenue
Jacksonville FL 32204

Exec. Vice President: Anthony J. Park

Address: 601 Riverside Avenue
Jacksonville FL 32204

Secretary: Todd C. Johnson

Address: 601 Riverside Avenue, Jacksonville FL 32204

Treasurer: Patrick G. Farenga

Address: 601 Riverside Avenue, Jacksonville FL 32204

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Todd C. Johnson, Senior Vice President

(Typed or printed name and capacity of person signing application)

Ticor Title Insurance Company of Florida

Directors

Christopher Abbinante	601 Riverside Ave., Jacksonville FL 32204
Erika Meinhardt	601 Riverside Ave., Jacksonville FL 32204
Anthony J. Park	601 Riverside Ave., Jacksonville FL 32204
Raymond R. Quirk	601 Riverside Ave., Jacksonville FL 32204
Alan L. Stinson	601 Riverside Ave., Jacksonville FL 32204

Executive Officers

Raymond R. Quirk	President and COO	601 Riverside Ave., Jacksonville FL 32204
Alan L. Stinson	Chief Executive Officer	601 Riverside Ave., Jacksonville FL 32204
Christopher Abbinante	Executive Vice President	601 Riverside Ave., Jacksonville FL 32204
Edward J. Dewey	Executive VP and CAO	601 Riverside Ave., Jacksonville FL 32204
Anthony J. Park	Executive VP and CFO	601 Riverside Ave., Jacksonville FL 32204
Paul I. Perez	Executive VP and Chief Compliance Officer	601 Riverside Ave., Jacksonville FL 32204
Peter T. Sadowski	Executive VP	601 Riverside Ave., Jacksonville FL 32204
Gary R. Urquhart	Executive VP	601 Riverside Ave., Jacksonville FL 32204
C. Clint Adams	Senior VP and Chief	601 Riverside Ave., Jacksonville FL 32204
Kevin R. Chiarello	Senior VP	17911 Von Karman Ave., Irvine CA 92614
Richard L. Cox	Senior Vice President and Tax Officer	601 Riverside Ave., Jacksonville FL 32204
Patrick G. Farenga	Senior Vice President and Treasurer	601 Riverside Ave., Jacksonville FL 32204
Tommye M. Frost	Senior VP, Chief Regulatory Counsel and Asst. Sec.	601 Riverside Ave., Jacksonville FL 32204
Todd C. Johnson	Senior Vice President and Secretary	601 Riverside Ave., Jacksonville FL 32204
Mark E. Schiffman	Senior VP and Chief Litigation Counsel	601 Riverside Ave., Jacksonville FL 32204

10/30/2007

STATE OF

NEBRASKA

United States of America,
State of Nebraska } ss.



Department of State
Lincoln, Nebraska

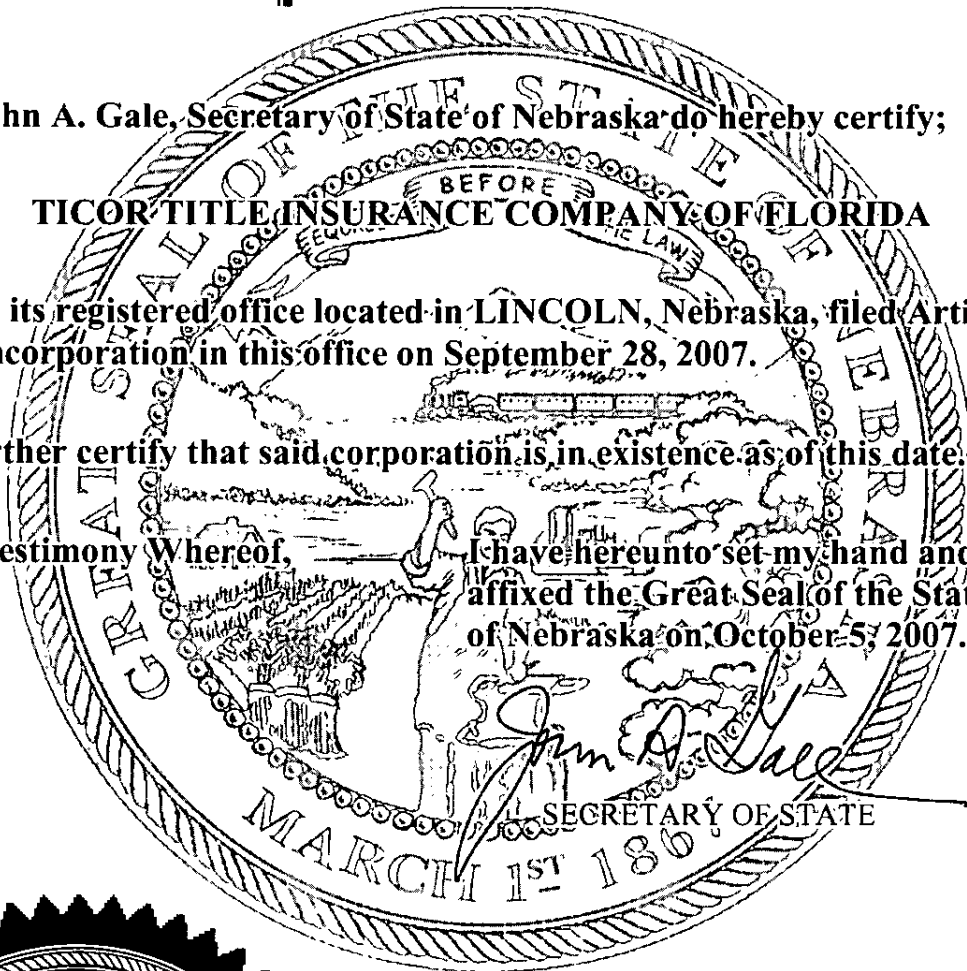
I, John A. Gale, Secretary of State of Nebraska do hereby certify;

TICOR TITLE INSURANCE COMPANY OF FLORIDA

with its registered office located in LINCOLN, Nebraska, filed Articles of Incorporation in this office on September 28, 2007.

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 October 5, 2007.



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.

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 Articles of Amendment to
the Articles of Incorporation of

TICOR TITLE INSURANCE COMPANY OF FLORIDA

with registered office located in LINCOLN, Nebraska, as filed in this
office on September 28, 2007.

In Testimony Whereof, I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on October 19, 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.

NEBRASKA

SE'

Ten'

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

of

TICOR TITLE INSURANCE COMPANY OF FLORIDA

1000748495
TICOR TITLE INSURANCE COMPANY
Filed: 09/28/2007 11:19 AM

ARTICLE ONE

The name of the corporation is: Ticor Title Insurance Company of Florida.

ARTICLE TWO

The number of shares the corporation is authorized to issue is 100,000 shares, all of one class.
The par value per share shall be \$20.00.

ARTICLE THREE

The street address of the corporation's initial registered office is C T Corporation System, 301 South 13th Street, Lincoln, Nebraska 68508. The name of its initial registered agent at that office is C T Corporation System.

ARTICLE FOUR

The purpose of the corporation is to engage in the title insurance business. The corporation shall have all powers necessary and incidental to carrying out such purpose.

ARTICLE FIVE

The period of duration of the corporation is perpetual.

ARTICLE SIX

The corporation was incorporated in the State of Florida on February 4, 1980.

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 had been originally incorporated under the laws of the State of Nebraska; and all privileges, franchises and powers belonging 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 the same 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 SEVEN


- a. Principal Place of Business. The initial principal place of business of the corporation shall be located at 2201 Farnam Street, Omaha, Nebraska. The principal place of business may be changed from time to time upon the approval of the board of directors without amendment to 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 and provide for.
- b. Limitation of liability. A director shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of section 21-2096 of the Revised Statutes of Nebraska; or (iv) an intentional violation of criminal law.
- c. Indemnification. The corporation shall indemnify a director to the fullest extent permitted by law for liability, as defined in section 21-20,102 of the Revised Statutes of Nebraska, to any person for any actions taken, or any failure to take any action, as a director, except liability for (i) receipt of a financial benefit to which he or she is not entitled; (ii) an intentional infliction of harm on the corporation or its shareholders; (iii) a violation of section 21-2096 of the Revised Statutes of Nebraska; or (iv) an intentional violation of criminal law.
- d. Number of directors. The board of directors shall consist of not less than five persons and not more than nine persons, and one of them shall be a resident of the State of Nebraska.

ARTICLE EIGHT

The name and street address of the person filing these Amended and Restated Articles of Incorporation are:

Todd C. Johnson
601 Riverside Avenue
Jacksonville, Florida 32204

The undersigned hereby signs these Amended and Restated Articles of Incorporation as of August 22, 2007.


Todd C. Johnson
Senior Vice President and Secretary
(Authorized Person)



FILED

FEB 27 2008

**OFFICE OF
INSURANCE REGULATION**
Dictated by: 1028

OFFICE OF INSURANCE REGULATION

**KEVIN M. MCCARTY
COMMISSIONER**

IN THE MATTER OF:

CASE NO.: 93343-07-CO

**TICOR TITLE INSURANCE COMPANY
OF FLORIDA**

CONSENT ORDER

THIS CAUSE came on for consideration upon a filing of a request by TICOR TITLE INSURANCE COMPANY OF FLORIDA (hereinafter referred to as "TICOR") a domestic insurer, with the OFFICE OF INSURANCE REGULATION (hereinafter referred to as the "OFFICE") on or about August 10, 2007, to redomesticate to Nebraska pursuant to Section 628.525, Florida Statutes. After a complete review of the entire record, and upon consideration thereof and being otherwise fully advised in the premises, the OFFICE finds as follows:

1. The OFFICE has jurisdiction over the subject matter and parties herein.
2. TICOR represents that the documents provided relating to its request to redomesticate to Nebraska fully describe all agreements, relationships, and transactions pertinent to the redomestication, and that all representations, submissions documents and explanations made by TICOR in support of its request to redomesticate are material to the issuance of this Consent Order.

3. TICOR represents that its redomestication will not have an adverse effect on Florida policyholders, and the redomestication will not affect TICOR's current operations in the state of Florida.

4. Upon its redomestication to Nebraska, TICOR shall become licensed as a foreign insurer as defined in Section 624.06(2), Florida Statutes, and shall be subject to all the provisions of the Florida Insurance Code applicable to foreign insurers.

5. Based upon financial statements filed with the OFFICE, TICOR meets the definition of a commercially domiciled insurer pursuant to Section 624.075, Florida Statutes. TICOR has represented as part of its request to redomesticate, that TICOR will not qualify as a commercially domiciled company pursuant to Section 624.075, Florida Statutes, soon after redomesticating. TICOR nevertheless agrees that as a condition of this Consent Order, it shall be treated in all respects as if it is a commercially domiciled insurer.

6. TICOR shall continue to file its financial statements in compliance with the Annual Statement Instructions and Quarterly Statement Instructions issued by the National Association of Insurance Commissioners (hereinafter referred to as the "NAIC"), the Accounting Practices and Procedures Manual of the NAIC, and the Florida Insurance Code. All assets and investments of TICOR must comply with the requirements of Chapter 625, Florida Statutes.

7. Pursuant to Section 628.530, Florida Statutes, TICOR's outstanding policies shall remain in full force and effect. TICOR may continue to use its existing policy forms with appropriate endorsements, but need not endorse its policy forms solely to reflect its new state of domicile. Furthermore, TICOR's rates, agent appointments, and licenses in existence prior to

TICOR's redomestication shall continue in full force and effect after the date redomestication is approved.

8. Executive Order 13224, signed by President George W. Bush on September 23, 2001, blocks the assets of terrorists and terrorist support organizations identified by the Office of Foreign Assets Control of the Treasury Department. The Executive Order also prohibits any transactions by U.S. persons involving the blocked assets and interests. The list of identified terrorists and terrorist support organizations is periodically updated at the Treasury Department's website, www.treas.gov/ofac. TICOR shall maintain and adhere to procedures necessary to detect and prevent prohibited transactions with individuals and entities which have been identified at the Office of Foreign Assets Control website of the Treasury Department.

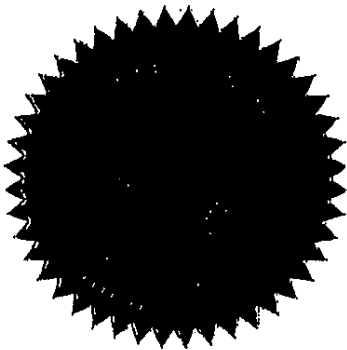
9. TICOR expressly waives a hearing in this matter, the making of Findings of Fact and Conclusions of Law by the OFFICE, and all further and other proceedings herein to which the parties may be entitled by law or by rules of the OFFICE. TICOR hereby knowingly and voluntarily waives all rights to challenge or to contest this Consent Order, in any forum now or in the future available to it, including the right to any administrative proceeding, circuit or federal court action, or any appeal.

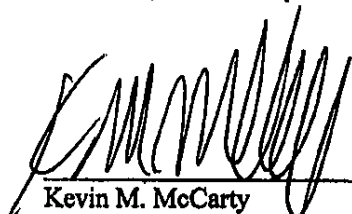
10. The parties agree that this Consent Order will be deemed to be executed when the OFFICE has executed a copy of this Consent Order bearing the signature of TICOR's authorized representative, notwithstanding the fact that the copy may have been transmitted to the OFFICE electronically or via facsimile machine. Further, TICOR agrees that the signature of its authorized representative as affixed to this Consent Order shall be under the seal of a Notary Public.

WHEREFORE, TICOR's to redomesticate to the state of Nebraska is hereby APPROVED and effective as of the date its redomestication and licensure applications are approved by the Nebraska Department of Insurance.

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

DONE AND ORDERED this 27th day of February, 2008.





Kevin M. McCarty
Commissioner
Office of Insurance Regulation

By execution hereof, TICOR TITLE INSURANCE COMPANY OF FLORIDA consents 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. The undersigned represents that he or she has the authority to bind TICOR TITLE INSURANCE COMPANY OF FLORIDA to the terms and conditions of this Consent Order.

TICOR TITLE INSURANCE COMPANY OF
FLORIDA

Corporate Seal

By: *Tommye Morehead Frost*

Print Name: Tommye Morehead Frost

Title: SVP, Chief Regulatory Counsel

Date: February 21, 2008

STATE OF FLORIDA

COUNTY OF DAVAL

The foregoing instrument was acknowledged before me this 21 day of FEB. 2008,

by TOMMYE M. FROST as SVP / CHIEF REGULATORY COUNSEL

(name of person)

(type of authority.... e.g. officer, trustee attorney in fact)

for TICOR TITLE INSURANCE COMPANY OF FLORIDA
(company name)

Jennifer Ruel
(Signature of the Notary)

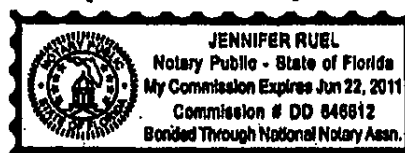
JENNIFER RUEL
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known ✓ or Produced Identification _____

Type of Identification Produced _____

My Commission Expires: 6/22/11

[NOTARIAL SEAL]



COPIES FURNISHED TO:

**Raymond Randall Quirk, President and Chief Operating Officer
Ticor Title Insurance Company of Florida
601 Riverside Avenue
Jacksonville, Florida 32204**

**Clyde W. "Billy" Galloway, Jr.
Galloway, Brennan, & Billmeier, P.A.
240 East 5th Avenue
Tallahassee, Florida 32303**

**Robin Westcott, Director
Property & Casualty Financial Oversight
Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0329**

**Michael Nelson, Insurance Examiner II
Property & Casualty Financial Oversight
Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0329**

**Amanda Parnell, Assistant General Counsel
Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399-4206**

4/01/08 CORPORATE DETAIL RECORD SCREEN 1:21 PM
NUM: 654679 ST:FL INACTIVE/FL PROFIT FLD: 02/04/1980
LAST: MERGED FLD: 03/31/2008
FEI#: 59-1971665
NAME : TICOR TITLE INSURANCE COMPANY OF FLORIDA
NH: 1
PRINCIPAL: 601 RIVERSIDE AVE. CHANGED: 04/13/05
ADDRESS JACKSONVILLE, FL 32204
MAILING : 17911 VON KARMAN AVE., SUITE 300 CHANGED: 04/16/04
ADDRESS IRVINE, CA 92614
RA NAME : CHIEF FINANCIAL OFFICER NAME CHG: 04/16/04
RA ADDR : PO BOX 6200 (32314-6200) ADDR CHG: 04/16/04
200 E GAINES STREET
TALLAHASSEE, FL 32399 US
ANN REP : (2005) W 04/13/05 (2006) W 04/26/06 (2007) W 04/20/07

4/01/08 EVENT DETAIL SCREEN 1:21 PM
CORP NUMBER: 654679 CORP STATUS: INACTIVE
FILED DATE : 02/04/1980
CORP NAME : TICOR TITLE INSURANCE COMPANY OF FLORIDA

EVENT TYPE	FILED DATE	EFFECTIVE DATE	DESCRIPTION
MERGER	03/31/2008		MERGING : 654679 MERGED INTO : F080 00001442
AMENDMENT	09/28/2004		
NAME CHANGE AMENDMENT	07/08/2004		OLD NAME WAS : AMERICAN PIONEER TIT LE INSURANCE COMPANY
AMENDMENT	09/24/1999		

< MORE EVENTS >

4/01/08 NOTES DETAIL SCREEN 1:21 PM
CORP NUMBER: 654679 CORP NAME: TICOR TITLE INSURANCE COMPANY OF FLORIDA

TICOR TITLE INSURANCE COMPANY OF FLORIDA, #654679 REDOMESTICATED TO NE
BRASKA AS TICOR TITLE INSURANCE COMPANY OF FLORIDA, #F08000001442 FILE
D 3/31/08 - THE REDOMESTICATION OF A FLORIDA CORP. TO A FOREIGN JURISD
ICTION SHALL BE DEEMED A MERGER PURSUANT TO 607.1107(5), F.S.