# F14000001694

(Requestor's Name)			
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(City/State/Zip/Phone #)			
PICK-UP WAIT MAIL			
(Business Entity Name)			
(Document Number)			
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SECRETARY OF \$1.\(\)

MALLAHASSEE. FLORIDA

02/15/16--04

FEB 16 2016

DEPARTMENT OF STATE O

#### **COVER LETTER**

TO:	Amendment Section Division of Corporations	
SUBJ	First Atlantic Title Insurance Corp.	
	Name of Corporation	
DOC	UMENT NUMBER: F14000004694	
The e	nclosed Amendment and fee are submitted for filing	<u>7</u> .
Please	e return all correspondence concerning this matter to	the following:
Susan	Young	
	Name of Contact Person	<del></del>
Colodi	ny Fass, P.A.	
	Firm/Company	_
1401 N	Northwest 136th Avenue, Suite 200	
	Address	<del></del>
Sunris	e, FL 33323	
	City/State and Zip Code	<del></del>
E	E-mail address: (to be used for future annual report notif	ication)
For fu	orther information concerning this matter, please cal	l:
Susan	Young (954) at (	492-4010
	Name of Contact Person Area Coc	le & Daytime Telephone Number
Enclo	sed is a check for the following amount:	
×	Certificate of Status — Cer (Ad	\$52.50 Filing Fee. Certificate of Status & Certified Copy (Additional copy is aclosed)

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)

F14000004694		
(Docum	nent number of corporation (if known)	-
FIRST ATLANTIC TITLE INSURANCE CORP.		
(Name of corporation a	s it appears on the records of the Department o	of State Sta
2. New York	33	o do business in lorida)
(Incorporated under laws of) (4-7 COMPLE	(Date authorized t SECTION II ETE ONLY THE APPLICABLE CHANGES)	E.FLOR
4. If the amendment changes the name of the	corporation, when was the change effe	cted under the laws of
its jurisdiction of incorporation? 09/24/15		
5. AmTrust Title Insurance Company		
(Name of corporation after the amendment appropriate abbreviation, if not contained	i, adding suffix "corporation," "compar in new name of the corporation)	ny," or "incorporated," or
(If new name is unavailable in Florida, ente business in Florida)	er alternate corporate name adopted for	the purpose of transacting
6. If the amendment changes the period of du	ration, indicate new period of duration	
	(New duration)	-
7. If the amendment changes the jurisdiction	of incorporation, indicate new jurisdict	tion.
	(New jurisdiction)	-
8. Attached is a certificate or document of sit 90 days prior to delivery of the application having custody of corporate records in the (Signature of a regiver	nilar import, evidencing the amendmer to the Department of State, by the Section in the laws of which it director, president or other officer - if in the har other court appointed fiduciary, by that fiduciary	nds
Barry wolff moses	7	uz Compliance
(Typed or printed name of person sign		erson signing)

#### **SHORT CERTIFICATE**

### STATE OF NEW YORK DEPARTMENT OF FINANCIAL SERVICES

It is hereby certified that the attached copy of Amended and Restated Charter of First Atlantic Title Insurance Corp., of City & State of New York, (now known as AmTrust Title Insurance Company), as approved by this Department, November 24, 2014, pursuant to Section 1206 of the New York Insurance Law, and with amendments to date,

has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 11th day of February, 2016.

Jacqueline Catalfamo

Special Deputy Superintendent

#### CERTIFICATE OF AMENDMENT

OF

#### THE CHARTER

**OF** 

#### FIRST ATLANTIC TITLE INSURANCE CORP.

(Under Section 805 of the Business Corporation Law and Section 1206 of the Insurance Law)

FIRST: The name of the corporation is First Atlantic Title Insurance Corp, a New York corporation.

SECOND: The charter of the corporation was filed with the Department of Insurance on December 14, 1988 (such charter, as amended and restated and in effect thereafter, the "Charter").

THIRD: The Charter is hereby being amended to change the name of the corporation.

FOURTH: To effect the foregoing amendment, Section 1 of the Charter is hereby amended and restated in its entirety as follows:

"Section 1: The name of the corporation is AmTrust Title Insurance Company."

FIFTH: The foregoing amendment to the Charter was authorized by the Board of Directors at a meeting held on May 20, 2015 and by the sole shareholder of the outstanding shares of capital stock of the corporation by written consent on May 20, 2015.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Amendment to be signed by Stephen Ungar, its Secretary, this 11th day of Scotten being 2015.

By: Name:

Name: Stephen Ungar

Its:

Secretary

The undersigned, Stephen Ungar, hereby certifies that attached hereto is the Certificate of Amendment of First Atlantic Title Insurance Corp., and that the aforementioned Certificate of Amendment was duly adopted at a meeting of the Board of Directors and by Written Consent of the Sole Shareholder of the corporation as of May 20, 2015.

Sworn and subscribed before me by Stephen Ungar, Secretary of First Atlantic Title Insurance Corp., personally known to me at New York My this 1 m day of September, 2015.

JAGLYN SANTANGELO (Formiza)

NOTARY PUBLIC

NOTARY PUBLIC-STATE OF NEW YORK

No. 01SA6202113

Qualified in Kings County

My Commission Expires March 09, 2017

.Certification

STATE OF NEW YORK, COUNTY OF NEW YORK, SS:

I, Milton Adair Tingling, County Clerk and Clerk of Supreme Court New York County,

do hereby certify that on October 7, 2015 I have compared

the document attached hereto,

AMENDED INSURANCE CHARTER FOR FIRST ATLANTIC TITLE INSURANCE CORP. CHANGING ITS NAME TO AMTRUST TITLE INSURANCE COMPANY page(s) 3

with the originals filed in my office and the same is a correct transcript

therefrom and of the whole of such original in witness

whereto I have affixed my signature and seal

MILTON ADAIR TÍNGLING

NEW YORK COUNTY CLERK

INDEX# 43/2014C

## AMENDED INSURANCE

CERTIFICATE OF AMENDMENT OF INSURANCE CHARTER

\$100

COUNTY CLERN



Andrew M. Cuomo Governor Benjamin M. Lawsky Superintendent

The attached Amended and Restated Charter of First Atlantic Title Insurance Corp., of the City & State of New York, filed pursuant to Section 807 of the Business Corporation Law, to affect the following:

Increase the authorized capital of the company to \$3,000,000. consisting of 25,000 shares of Class A common stock with a par value of \$120,00 per share and 5,000 shares of Class B common stock with a par value of \$0.01 per share.

IS HEREBY APPROVED pursuant to Section 1206 of the New York Insurance Law.



IN WITNESS WHEREOF, I have here unto set my hand and affixed the official seal of this Department at the City of Albany, this 24th day of

November, 2014.

Benjamin M. Lawsky Superintendent

By Jugueline Catalfamo

Special Deputy Superintendent

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#### AMENDED AND RESTATED CHARTER

OF

#### FIRST ATLANTIC TITLE INSURANCE CORP.

(Under Section 807 of the Business Corporation Law and Section 1206 of the Insurance Law)

We the undersigned, President and Secretary, of First Atlantic Title Insurance Corp, a New York corporation, hereby certify as follows:

<u>Section 1</u>: The name of the Corporation is First Atlantic Title Insurance Corp.

Section 2: The place where its principal office shall be located in the City of New York, County of New York, State of New York.

#### Section 3: The purposes of the Corporation are:

- (a) to transact the business of title insurance as defined in paragraph (a)(18) of Section 1113 of the New York Insurance Law as follows: insuring owners of, and other persons lawfully interested in, real property and chattels real against loss by reason of defective titles and encumbrances and insuring the correctness of searches for all instruments, liens or charges affecting the title to such property, including power to procure and furnish information relative thereto, and such other incidental powers as are specifically granted in this chapter; and
- (b) engage in any other act or activity permitted under Section 6403 of the New York Insurance Law.
- Section 4: The manner in which the corporate powers are to be exercised is through the Corporation's Board of Directors and such officers and agents as they shall appoint.
  - Section 5: There shall be a minimum of 7 directors with a maximum of 14 directors.
- Section 6: Each of the directors shall be at least 18 years of age, and at all times the directors shall be natural persons, all citizens of the United States, the majority of whom shall be citizens and residents of New York State at the time of their election and during their continuance in office.
- Section 7: The annual meeting shall be held on the second Tuesday in January of each year. The Board of Directors shall be elected at the annual meeting of the shareholders and each director shall be elected to serve until the next annual meeting of shareholders and until his successor has been elected and qualified.

Section 8: Any director may resign at any time. Except as otherwise provided by law, the Board of Directors may, by majority vote of all directors then in office, remove a director for cause. Subject to applicable provisions of law, any or all of the directors may be removed with or without cause by vote of the shareholders.

Section 9: If any vacancies occur in the Board of Directors by reason of death, resignation, retirement, disqualification, or removal from office of any director with cause, or if any directorships are created, all of the directors then in office, although less than a quorum, may, by majority vote, choose the successor or successors or fill the newly created directorships, and the directors so chosen shall hold office until the next annual meeting of the shareholders an until their successor shall be duly elected and qualified, unless sooner displaced; provided, however, that in the event of any such vacancy, the directors remaining in office shall be unable, by majority vote, to fill such vacancy within thirty (30) days of the occurrence thereof, the president or the secretary may call a special meeting of the shareholders shall be so called within thirty (30 days of the occurrence thereof, at which meeting such vacancy may be filled.

Section 10: The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers including a Chairman of the Board as may be determined by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 11: All officers shall be elected by the Board of Directors and each shall hold office until the meeting of the Board of directors following the next annual meeting of shareholders, and until his successor has been elected or appointed and qualified.

Section 12: If any office becomes vacant for any reason, the Board of Directors shall fill the vacancy. Any officers so appointed or elected by the Board of Directors shall serve only until the unexpired term of his predecessor shall have expired unless reelected by the Board of Directors.

<u>Section 13</u>: The duration of the Corporation shall be perpetual.

Section 14: The amount of capital is \$3,000,000.

Section 15: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 30,000 shares of common stock, consisting of 25,000 shares of Class A Common Stock, \$120.00 par value per share, and 5,000 shares of Class B Common Stock, \$0.01 par value per share.

Section 16: The Superintendent of Financial Services is designated as the agent for service of process.

Section 17: The Corporation shall indemnify to the fullest extent authorized or permitted by law any person made, or threatened to be made, a party to or otherwise involved in any action, suit or proceeding (whether civil, criminal, administrative or investigative), by reason of the fact that he or she is or was a director of officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan, in any capacity. Nothing contained herein shall affect any rights to indemnification in which employees other than directors and officers may be entitled by law. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

[Remainder of page intentionally left blank.]

Secretary

Its:

The undersigned certify that attached hereto is the Amended and Restated Charter of First Atlantic Title Insurance Corp, and that said Amended and Restated Charter was duly adopted by Written Consent of the Sole Shareholder of the Corporation as of October 13, 2014.

Witness my hand and seal of the Corporation this \_ 2014.

\_ day of

Michael Wagnon, President

Stephen Ungar, Secretary

Sworn and subscribed before me by Michael Wagnon, President and Stephen Ungar, Secretary of First Atlantic Title Insurance Corp., personally known to me at Samuel Stephen Ungar, this 10 to day of November , 2014.

NOTARY PUBLIC

JACLYN SANTANGELO (Family)
NOTARY PUBLIC-STATE OF NEW YORK
No. 01SA6202113
Qualified in Kings County
My Commission Expires March 09, 2017

Certification

STATE OF NEW YORK, COUNTY OF NEW YORK, SS:

I, Norman Goodman County Clerk and Clerk of Supreme Court New York County,

do hereby certify that on December 31, 2014 I have compared

the document attached hereto

AMENDED AND RESTATED CHARTER OF FIRST ATLANTIC TITLE INSURANCE CORP page(s) 6

with the originals filed in my office and the same is a correct transcript

therefrom and of the whole of such original in witness

whereto i haye affixed my slonature and seal.

NORMAN GOODMAN

NEW YORK COUNTY CLERK