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(Business Entity Name)

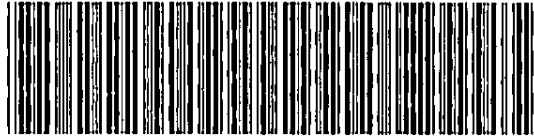
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DHI Title Insurance Company

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," or "Certificate of Good Standing" 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:

Jason Bragg

Name of Person

DHI Title Insurance Company

Firm/Company

10700 Pecan Park Blvd. Suite 125

Address

Austin, Texas 78750

City/State and Zip code

JBragg@dhitic.com

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

For further information concerning this matter, please call:

Tim Volpe

at (904) 355-1700

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 8, 2020

JASON BRAGGS
10700 PECAN PARK BLVD STE 125
AUSTIN, TX 78750

SUBJECT: DHI TITLE INSURANCE COMPANY
Ref. Number: W20000115584

We have received your document for DHI TITLE INSURANCE COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 220A00019699

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. DHI Title Insurance Company
(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. Texas 3. 85-1021458
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 7, 2020 5. _____
(Date of incorporation) (Date of duration, if other than 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. 10700 Pecan Park Blvd. Suite 125, Austin, Texas 78750
(Principal office street address)
- _____
(Current mailing address, if different)

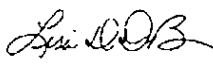
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

Sept 30 11:11

9. 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.

 Lisa D. DuBois, Assistant Secretary
(Registered agent's signature)

10. 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.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

Chairman Name: Mark Winter
 Vice Chairman Address: 10700 Pecan Park Blvd. Suite 450
 Director Austin Texas 78750
 President _____
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Chairman Name: Jason Bragg
 Vice Chairman Address: 10700 Pecan Park Blvd. Ste 125
 Director Austin Texas 78750
 President _____
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

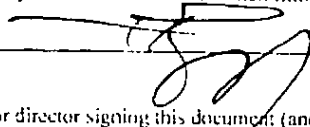
Chairman Name: Lisa Collett
 Vice Chairman Address: 10700 Pecan Park Blvd.
 Director Suite 450
 President Austin Texas 78750
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Chairman Name: Sonya Luechauer
 Vice Chairman Address: 10700 Pecan Park Blvd. Ste 450
 Director Austin Texas 78750
 President _____
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Chairman Name: Jason Jones
 Vice Chairman Address: 10700 Pecan Park Blvd.
 Director Suite 450
 President Austin Texas 78750
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Chairman Name: Craig Pizer
 Vice Chairman Address: 10700 Pecan Park Blvd. Ste 450
 Director Austin Texas 78750
 President _____
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12.  _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

13. Jason Bragg President & CEO

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



Texas Department of Insurance

PO Box 149104 | Austin, TX 78714 | 1-800-578-4677 | tdi.texas.gov

STATE OF TEXAS §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

Articles of incorporation for DHI Title Insurance Company, Austin, Texas, dated July 29, 2020, consisting of eight (8) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 16th day of September, 2020.



COMMISSIONER OF INSURANCE

BY: [Signature]
Robert Rudnai
Manager
Company Licensing and Registration Office



Texas Department
of Insurance

PO Box 149104 | Austin, TX 78714 | 1-800-578-4677 | tdi.texas.gov

July 29, 2020

Reference ID: 1079056

Sent via email: [REDACTED]

Original Incorporation and Certificate of Authority

Texas Department of Insurance staff have reviewed the application for approval of the incorporation of DHI Title Insurance Company, Austin, Texas.

Findings of Fact

Based on the information provided to and reviewed by staff of the Texas Department of Insurance, the commissioner makes the following findings of fact:

1. Applicant proposes to transact the business of title insurance pursuant to TEX. INS. CODE Ch. 822.058. The examination report shows that the capital and surplus of the applicant have been paid in and are possessed by the applicant, are the bonafide property of the applicant, and are equal to or exceed the minimum amount required by the Tex. Ins. Code.
2. Applicant proposes to transact the business of title insurance pursuant to TEX. INS. CODE Ch. 2551
3. The incorporators of Applicant, Stephan Perison, Jason Bragg and Mark Winter, are citizens of the state of Texas.
4. The location of the principal place of business of Applicant will be Austin, Texas.

Conclusions of Law

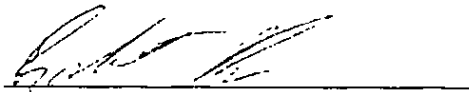
Based upon the foregoing findings of fact, the commissioner of insurance makes the following conclusions of law:

1. The commissioner has jurisdiction over this application under TEX. INS. CODE Ch. 2551.051.
2. The incorporation requirements of TEX. INS. CODE Ch. 822.051, Ch. 822.052(1), (2), (3), and TEX. BUS. ORG. CODE art. 4.02, art. 4.04 and art. 8.01 (old TBCA citations) have been evidenced to the commissioner.

The commissioner orders that that the application for the original incorporation of DHI Title Insurance Company, Austin, Texas, is approved.

The application for original incorporation and certificate of authority to engage in the business of insurance in the state of Texas is approved, and DHI Title Insurance Company, Austin, Texas, TDI License No. 13766164 should be issued a certificate of authority authorizing it to write title insurance.

Kent C. Sullivan
Commissioner of Insurance



Robert Rudnai, Director
TDI Company Licensing and Registration Office
Commissioner's Order No. 3632

Recommended by:



Nancy Sanchez, TDI Company Licensing and Registration Office

**CERTIFICATE OF FORMATION
OF
DHI TITLE INSURANCE COMPANY**

The undersigned, persons having the capacity to enter into a contract, acting as incorporators of a for-profit corporation (the "Corporation") under the Texas Business Organizations Code (as the same may be amended or supplemented from time to time and any successor thereto, the "TBOC") and the Texas Insurance Code, as amended, do hereby adopt the following Certificate of Formation for such Corporation:

**ARTICLE ONE
NAME**

The entity being formed is a for-profit corporation. The name of the Corporation is DHI Title Insurance Company.

**ARTICLE TWO
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE THREE
PURPOSES**

The purpose for which the Corporation is formed is to engage in the business of title insurance authorized under Article 2551, as well as other applicable provisions of the Texas Insurance Code, as amended, and also for the transaction of any and all lawful business for which a for-profit corporation may be organized under the TBOC. Without limitation, these purposes shall include issuance of title insurance and all other acts necessary or incidental to operating as a title insurance company.

**ARTICLE FOUR
CAPITAL, SURPLUS, AND SHARES**

The aggregate number of shares of stock that the Corporation shall have authority to issue is one million (1,000,000) shares of common stock with \$1.00 par value per share. The Corporation will not commence business until (a) at least fifty percent (50%) of its shares have been subscribed, (b) the consideration received for the issuance of such shares is at least equal to the minimum capital and surplus required of title insurance companies, and (c) it has been issued a Certificate of Authority to do the business of title insurance in Texas by the Texas Department of Insurance.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT; PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 1999 Bryan St., Suite 900, Dallas, Texas 75201, and the name of its initial registered agent at such address is CT Corporation System.

The location of the initial principal business office of the Company will be in Austin, Texas. Pursuant to §803.003 of the Texas Insurance Code, the principal office can be moved out-of-state subject to prior notification to the Texas Department of Insurance.

ARTICLE SIX
BOARD OF DIRECTORS

The number of directors constituting the Board of Directors (the "Board") shall not be less than seven (7). Directors will serve on the Board until the first annual meeting of the shareholders or until a successor is elected and qualified.

Directors shall be elected annually at the annual meeting of the shareholders. The annual meeting of the shareholders shall be held prior to May 1st of each calendar year. The Board shall oversee the operations of the Corporation and keep a full and correct record of all Board transactions. If a Director vacancy shall occur in the interim between annual meetings, the Board is authorized to fill the vacancy for the balance of such Director's term. The Board shall elect corporate officers in accordance with the bylaws of the Corporation, and the President of the Corporation must also serve as a Director.

ARTICLE SEVEN
VOTING

Notwithstanding any provisions of the TBOC requiring for any purpose the affirmative vote of two-thirds, or any other percentage, of the outstanding shares entitled by law to vote thereon, or of the outstanding shares of a class or series entitled by law to vote thereon, such action, to the extent permitted by law, may be authorized and taken by the affirmative vote of the holders of a majority of such outstanding shares, or such outstanding shares of a class or series, as applicable. Except as provided in the preceding sentence or as otherwise required by law, the affirmative vote of the holders of a majority of the shares entitled to vote and represented in person or by proxy at any shareholders meeting at which a quorum is present shall be the act of the shareholders.

ARTICLE EIGHT
ACTIONS WITHOUT A MEETING

Any action required or permitted by law to be taken at a meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE NINE
INDEMNIFICATION

The Corporation shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (a) is or was a director or officer of the Corporation or (b) while a director or officer of the Corporation is or was serving at the request of the Corporation as a member, manager, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, limited liability company, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise to the fullest extent that a corporation may grant indemnification to a person serving in such capacity under the TBOC, as the same exists or may hereafter be amended.

Such right shall be a contract right and shall include the right to be paid by the Corporation for all reasonable expenses actually incurred in connection with any such proceeding in advance of its final disposition to the maximum extent permitted under the TBOC, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 45 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the TBOC, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board or any committee thereof, special legal counsel, or shareholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs or defense to, the claimant is permissible under the circumstances nor an actual determination by the Corporation (including its Board or any committee thereof, special legal counsel, or shareholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible.

The Corporation additionally may indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

The provisions of this Article (a) are for the benefit of, and may be enforced by, each indemnitee of the Corporation (each, an "Indemnitee"). the same as if set forth in their entirety in a written instrument duly executed and delivered by the Corporation and such Indemnitee and (b) constitute a continuing offer to all present and future Indemnitees. The Corporation, by its adoption of this Articles, (x) acknowledges and agrees that each Indemnitee of the Corporation has relied upon and will continue to rely upon the provisions of this Article in becoming, and serving in, any of the capacities referred in the first paragraph of this Article. (y) waives reliance upon, and all notices of acceptance of, such provisions by such Indemnitees and (z) acknowledges and agrees that no present or future Indemnitee shall be prejudiced in his right to enforce the provisions of this Article in accordance with their terms by any act or failure to act on the part of the Corporation.

No amendment, modification or repeal of this Article or any provision hereof shall in any manner terminate, reduce or impair the right of any past, present or future Indemnitees to be indemnified by the Corporation, nor the obligation of the Corporation to indemnify any such Indemnitees, under and in accordance with the provisions of this Article as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

As used herein, the term "proceeding" means any threatened, pending, or completed action or other proceeding, whether civil, criminal, administrative, arbitative, or investigative, any appeal in such an action or proceeding, and any inquiry or investigation that could lead to such an action or proceeding.

ARTICLE TEN **LIMITED LIABILITY**

A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director, to the extent the director is found liable, for:

- (a) a breach of a director's duty of loyalty to the Corporation or its shareholders;
- (b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a director received an improper benefit, regardless of whether or not the benefit resulted from an action taken within the scope of the director's duties; or

(d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Neither the amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Formation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of any inconsistent provision. If the TBOC or any successor thereto is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the TBOC or any successor thereto, as so amended from time to time.

ARTICLE ELEVEN BOOKS AND RECORDS

The Corporation shall keep books and records of account and shall keep minutes of the proceedings of the shareholders, the Board of Directors, and each committee of the Board of Directors. The Corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of the original issuance of shares issued by the Corporation and a record of each transfer of those shares that have been presented to the Corporation for registration of transfer. Such records shall contain the names and addresses of all past and current shareholders of the Corporation and the number and class or series of shares issued by the Corporation held by each of them. Any books, records, minutes, and share transfer records may be in written form or in any other form capable of being converted into written paper form within a reasonable time.

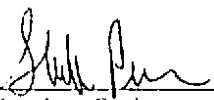
ARTICLE TWELVE INCORPORATORS

The name and address of the incorporators are as follows:

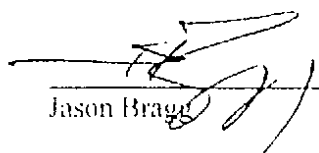
<u>NAME</u>	<u>ADDRESS</u>
Stephan Perison	1341 Horton Circle Arlington, Texas 76001
Jason Bragg	10700 Pecan Park Blvd., Suite 125 Austin, Texas 78750
Mark Winter	10700 Pecan Park Blvd., Suite 125 Austin, Texas 78750

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands
the 10th day of February, 2020.


INCORPORATORS



Stephan Perison



Jason Bragg



Mark Winter