

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

F95000003177

CONTACT: CINDY HICKS

DATE: 5.31.00

000003271770--4
-05/31/00--01024--028
*****70.00 *****70.00

REF. #: 0163

CORP. NAME: Communities Title Insurance Agency, Inc.
into First Fidelity Title, Inc.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

RECEIVED
00 MAY 31 AM 10:17
FILED
00 MAY 31 AM 11:10
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 7903 FOR \$ 70

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- ☐ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials

G. COULLIETTE MAY 31 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMMUNITIES TITLE INSURANCE AGENCY, INC., a Florida corporation,
L23559

into

FIRST FIDELITY TITLE, INC., a Delaware entity F95000003177

File date: May 31, 2000

Corporate Specialist: Cheryl Coulliette

**CERTIFICATE AND ARTICLES OF MERGER
OF
COMMUNITIES TITLE INSURANCE AGENCY, INC.,
A FLORIDA CORPORATION,
INTO
FIRST FIDELITY TITLE, INC.,
A DELAWARE CORPORATION**

FILED
MAY 31 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware and Sections 607.1101 and 607.1107 of the Florida Statutes, the undersigned Delaware and Florida corporations hereby certify by this Certificate and Articles of Merger as follows:

FIRST: The name of each constituent corporation and the surviving corporation and the States under the laws of which they are respectively organized are as follows:

1. **COMMUNITIES TITLE INSURANCE AGENCY, INC. ("CTIA")** is a corporation organized and existing under the laws of the State of Florida, incorporated on October 18, 1989 (Florida Corporate No. L23559); and

2. **FIRST FIDELITY TITLE, INC. ("FIRST FIDELITY")** is a corporation organized and existing under the laws of the State of Delaware, incorporated on June 15, 1995 (Delaware Corporate No. 2512706); and

3. The surviving corporation is **FIRST FIDELITY TITLE, INC.**, a Delaware corporation.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware and Section 607.1103 of the Florida Statutes. The merger was approved by the sole shareholder and Board of Directors of CTIA by Written Action in Lieu of Meeting dated March 13, 2000. The merger was approved by the sole shareholder and the Board of Directors of FIRST FIDELITY by Written Action in Lieu of Meeting dated March 13, 2000. The laws of the State of Delaware and State of Florida permit such a merger. The Certificate of Incorporation of FIRST FIDELITY shall be the Certificate of Incorporation of the surviving corporation.

THIRD: The effective date of the merger shall be as of the date of filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the General Corporation Law of the State of Delaware.

FOURTH: The Agreement and Plan of Merger annexed hereto as Exhibit "A" is incorporated herein by reference in its entirety. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at the following address: 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of either of the constituent corporations.

FIFTH: As required pursuant to Section 607.1107 of the Florida Statutes, FIRST FIDELITY agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of CTIA, including but not limited to any obligation of CTIA arising from the merger and including any suit or other proceeding to enforce the dissenters' rights of the shareholders as determined pursuant to Sections 607.1301-607.1320 of the *Florida Statutes*. FIRST FIDELITY agrees that it will promptly pay to any dissenting shareholders the amount, if any, to which such dissenting shareholders are entitled under Section 607.1302 of the Florida Statutes.

SIXTH: FIRST FIDELITY hereby irrevocably appoints the Secretary of State of the State of Florida and the successors in such office, as its agent to accept service of process in any suit or proceeding described in Item FIFTH hereinabove.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Vivien Hastings
24301 Walden Center Drive
Bonita Springs, FL 34134

IN WITNESS WHEREOF, each of the corporations party to the merger has caused this Certificate and Articles of Merger to be executed on its behalf by its duly authorized officer this 20th day of March, 2000.

COMMUNITIES TITLE
INSURANCE AGENCY, INC.,
a Florida corporation

FIRST FIDELITY TITLE, INC.,
a Delaware corporation

By: James D. Cullen
Print Name: JAMES D Cullen
Title: VP

By: Vivien Hastings
Print Name: Vivien Hastings
Title: Vice President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 20 day of April, 2000, by James D. Cullen, as Vice President of COMMUNITIES TITLE INSURANCE AGENCY, INC., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced _____ as identification.



Carlin A. Rupp
NOTARY PUBLIC
Name: Carlin A. Rupp
Serial # CC 751157
My Commission Expires: 12-8-2000

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 20 day of ^{April} ~~March~~, 2000,
by Vivien Hastings, as Vice President of FIRST
FIDELITY TITLE, INC., a Delaware corporation, on behalf of the corporation. He/She is
personally known to me or has produced _____ as identification.



Carin A. Rupp
Commission # CC 751157
Expires Dec. 8, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

Carin A. Rupp

NOTARY PUBLIC

Name: Carin A. Rupp

Serial # CC 751157

My Commission Expires: 12-8-2000

#709024 v1 - 5566-003

Exhibit "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated this 20th day of April, 2000, between FIRST FIDELITY TITLE, INC., a Delaware corporation ("FIRST FIDELITY") and COMMUNITIES TITLE INSURANCE AGENCY, INC., a Florida corporation ("CTIA") (FIRST FIDELITY and CTIA being sometimes referred to herein as the "Constituent Corporations").

WITNESSETH:

WHEREAS, FIRST FIDELITY is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, CTIA is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Board of Directors and sole voting shareholder of each Constituent Corporation deem it advisable for the general welfare of such Constituent Corporation and its respective shareholders that CTIA be merged into FIRST FIDELITY and have approved said merger;

NOW, THEREFORE, the Constituent Corporations hereby agree that CTIA shall be merged with and into FIRST FIDELITY (sometimes referred to herein as the "Surviving Corporation") in accordance with the applicable laws of the State of Delaware and the State of Florida and the terms and conditions of the following Plan of Merger:

**ARTICLE I
THE CONSTITUENT CORPORATIONS**

The names of the Constituent Corporations to the merger are FIRST FIDELITY TITLE, INC., a Delaware corporation (Delaware Charter No. 2512706), and COMMUNITIES TITLE INSURANCE AGENCY, INC., a Florida corporation (Florida Charter No. L23559).

**ARTICLE II
CAPITAL STOCK**

The issued and outstanding capital stock of each Constituent Corporation is as follows:

Section 2.1 CTIA is authorized to issue 10,000 shares of Common Stock, par value \$1.00 per share. As of the date hereof, 10,000 shares of Common Stock are validly issued, outstanding and entitled to vote, all of which shares are owned by a single shareholder ("Shareholder").

Section 2.2 FIRST FIDELITY is authorized to issue 100,000 shares of Common Stock, par value \$.01 per share. As of the date hereof, 4,350 shares of Common Stock are validly issued, outstanding and entitled to vote, all of which shares are owned by the Shareholder.

ARTICLE III THE MERGER; THE SURVIVING CORPORATION

On the Effective Date, as hereinafter defined, CTIA shall be merged into FIRST FIDELITY in accordance with the applicable provisions of Title 8, Chapter 1 of the Delaware Code (the General Corporation Law of the State of Delaware) and Chapter 607 of the Florida Statutes (the Florida Business Corporation Act). FIRST FIDELITY shall be the surviving corporation, and shall be governed by the laws of the State of Delaware.

ARTICLE IV THE EFFECT OF THE MERGER

From and after the filing of the Certificate of Merger in accordance with Article VIII hereof, the Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation. From and after such filing, the separate existence of CTIA shall cease, while the corporate existence of FIRST FIDELITY shall continue unaffected and unimpaired. The Surviving Corporation shall have all the rights, privileges, immunities and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the General Corporation Law of the State of Delaware. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other causes in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. The Surviving Corporation shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

ARTICLE V SUPPLEMENTARY ACTION

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in the Surviving Corporation the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of the respective Constituent Corporations as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

**ARTICLE VI
ARTICLES OF INCORPORATION AND BYLAWS;
OFFICERS AND DIRECTORS**

Section 6.1 The Certificate of Incorporation and Bylaws of FIRST FIDELITY shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

Section 6.2 The current officers and directors of the Surviving Corporation shall continue to serve in those capacities following the merger.

**ARTICLE VII
TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS**

The Shareholder owns all outstanding shares of stock in both CTIA and FIRST FIDELITY as of the Effective Date. Accordingly:

Section 7.1 Each share of the Common Stock of CTIA issued and outstanding immediately prior to the filing of the Certificate of Merger in accordance with Article VIII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and shall be canceled and no cash, securities or other property shall be issued in respect thereof.

Section 7.2 Each share of the Common Stock of FIRST FIDELITY issued and outstanding immediately prior to the filing of the Certificate of Merger shall continue to be issued and outstanding after the merger.

**ARTICLE VIII
APPROVAL BY BOARD OF DIRECTORS AND SHAREHOLDERS**

This Agreement and Plan of Merger shall be approved by the respective Board of Directors of each Constituent Corporation and submitted to the voting shareholder of each Constituent Corporation for approval as provided by the General Corporation Law of the State of Delaware and Florida Business Corporation Act. If duly adopted by the shareholders, the Certificate of Merger necessary to meet the requirements of the General Corporation Law of the State of Delaware and Florida Business Corporation Act shall be filed immediately in the appropriate office in Delaware and Florida.

**ARTICLE IX
EFFECTIVE DATE**

The merger of CTIA into FIRST FIDELITY shall become effective upon the filing of the Certificate of Merger with the Delaware Secretary of State in accordance with the General Corporation Law of the State of Delaware. The date on which such merger shall become effective is herein called the "Effective Date."

**ARTICLE X
COVENANTS OF CTIA**

CTIA covenants and agrees that: (a) it will not further amend its Articles of Incorporation prior to the Effective Date, and (b) it will not issue any additional shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

**ARTICLE XI
COVENANTS OF FIRST FIDELITY**

FIRST FIDELITY covenants and agrees that: (a) it will not further amend its Certificate of Incorporation prior to the Effective Date, and (b) it will not issue any additional shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

**ARTICLE XII
TERMINATION**

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Certificate of Merger.

Executed on the date first set forth hereinabove, to be effective on the Effective Date.

COMMUNITIES TITLE
INSURANCE AGENCY, INC.,
a Florida corporation

FIRST FIDELITY TITLE, INC.,
a Delaware corporation

By: James D Cullen
Print Name: JAMES D Cullen
Title: VP

By: Vivian Haskins
Print Name: VIVIAN HASKINS
Title: VICE PRES