

J55653

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J. D. WINGARD, JR.
(OF COUNSEL)

March 12, 1999

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Florida Department of State
Corporate Division-Amended Articles Filing
PO Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of
Incorporation of Old South Title and Abstract Company

Dear Sir or Madam:

Please find enclosed the following documents:

1. Original Articles of Amendment for filing.
2. Our check in the amount of \$43.75 for filing fees and a certified copy.

Please return the certified copy to our office after filing. If there are any problems, please contact me at the office.

Thank you for your assistance in this matter.

Sincerely,

Kathy

Katheryn O. Terwilliger
Paralegal to D. Michael Chessier

:kt

cc: Old South Land Title Company

Amend. & N/c

VS MAR 19 1999

FILED
99 MAR 16 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This document prepared by:
D. Michael Chesser, Esq.
Chesser, Wingard, Barr, & Fleet, P.A.
1201 Eglin Parkway
Shalimar, FL 32579

FILED
99 MAR 16 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
OLD SOUTH TITLE AND ABSTRACT COMPANY**

Pursuant to the provisions of § 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

These Articles of Amendment modify provisions of **Old South Title and Abstract Company**, [referred to herein as the "Corporation"] a Florida corporation, doing business in Okaloosa County, Florida. For the purpose of this Amendment, and at the time of the authorization of this Amendment, the Corporation presently has two Directors and two Shareholders; D. Michael Chesser and Donald R. Wilke. The Directors and Shareholders have determined that it is in the Corporation's best interests to change certain aspects of its corporate charter. That corporate charter as originally filed on February 6, 1987, and assigned Document No.: J55653, is therefore amended as follows:

AMENDMENT ONE - ARTICLE I

The corporate name is hereby amended to **Old South Land Title Company**, whose principal office and mailing address is 409 John Sims Parkway, Niceville, Florida 32578.

AMENDMENT TWO - ARTICLE IV

Shares of this corporation shall hereby be amended as follows:

The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$1.00

The shares shall be issued as only one (1) class of stock. Five Hundred (500) shares shall be voting stock and Five Hundred (500) shares shall be non-voting stock. There shall be no other distinction between shares.

All shares shall be equal in value for all purposes, including the right to serve in any corporate office, the right to divide corporate assets upon dissolution or otherwise, and the right to receive corporate profits.

AMENDMENT THREE - ARTICLE V

The street address of the registered office of this corporation is hereby amended to 409 John Sims Parkway, Niceville, Florida 32578, and the name of the Registered Agent of the Corporation is Donald R. Wilke, whose address and the registered office address of the Corporation shall hereafter be: 409 John Sims Parkway, Niceville, Florida 32578.

AMENDMENT FOUR - ARTICLE X

Article X is hereby amended by deleting the existing language and inserting in its place the following:

"The future right to transfer stock is limited by the terms of an express, written shareholder agreement."

AMENDMENT FIVE - ARTICLE XI

The indemnification provisions of the corporate charter, being Article XI of the charter is hereby added.

For the purposes of this Article all shares, whether or not "voting shares", will participate equally.

(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as officer, employee or agent of the corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a

plea of nolo contendere or its equivalent shall not create a presumption that any such officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an officer seeks indemnification were properly incurred and that such officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

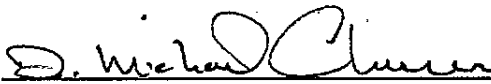
(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Shareholders that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

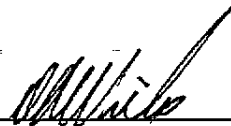
EXECUTIVE STATEMENT

These amendments were adopted on February 26, 1999, by unanimous vote of Directors and Shareholders, **D. Michael Chesser** and **Donald R. Wilke**. The amendments were approved by the percentage of shareholders necessary under the Articles to execute such amendments.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Amendment to Articles of Incorporation at Shalimar, Okaloosa County, Florida on this 11th day of March, 1999.



**D. Michael Chesser, Director and
Shareholder**

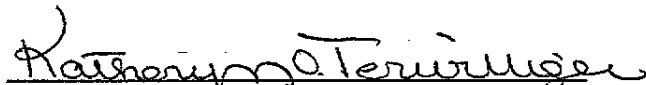


**Donald R. Wilke, Director and
Shareholder**

STATE OF FLORIDA
COUNTY OF OKALOOSA

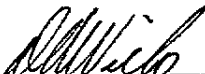
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **D. Michael Chesser** and **Donald R. Wilke**, known to me and known by me to be the persons who executed the foregoing Articles of Amendment to Articles of Incorporation, and they acknowledged before me that they executed those Articles of Amendment to Articles of Incorporation this 11th day of March, 1999.

(Seal)


Notary Public

ACCEPTANCE BY REGISTERED AGENT

I, **Donald R. Wilke**, having been named to accept service of process for the above stated Corporation, located at 409 John Sims Parkway, Niceville, Florida 32578, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



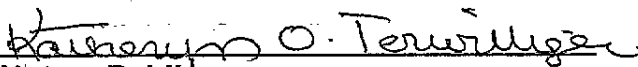
Donald R. Wilke
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 11th day of March, 1999, by **Donald R. Wilke**, ✓ who is personally known to me or who produced his Florida drivers license as identification and who did not take an oath.



(Seal)



Notary Public

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