

1201 HAYS STREET

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FAX



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**N950002145**

ACCOUNT NO. : 072100000032

REFERENCE : 591045 81325A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia P. Pugh*

ORDER DATE : May 4, 1995

400001475804

ORDER TIME : 8:51 AM

ORDER NO. : 591045

CUSTOMER NO: 81325A

CUSTOMER: Jerome S. Levin, Esq  
JEROME S. LEVIN, ESQ

2621 Mall Drive  
Sarasota, FL 34231

DOMESTIC FILING

NAME: SARASOTA MANATEE LAND TITLE  
ASSOCIATION, INC.

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN MAY - 4 1995

FILED  
95 MAY -4 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SARASOTA MANATEE LAND TITLE ASSOCIATION, INC.

A Florida Corporation Not for Profit

FILED  
95 MAY -4 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Article of Incorporation, each a natural person competent to contract, heroby associate themselves together to form a Corporation Not for Profit pursuant to Chapter 617 of the Laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: SARASOTA MANATEE LAND TITLE ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE: The principal office of said Corporation shall be located at 3530 Webber Street, Sarasota, Florida 34239. The Directors of the Corporation may change the location of the principal office of said Corporation from time to time. The registered office of the Corporation shall be 2621 Mall Drive, Sarasota, Florida 34231 and the registered agent shall be Jerome S. Levin whose business address is 2621 Mall Drive, Sarasota, Florida 34231.

ARTICLE III

PURPOSES: The object and purposes of the Corporation and the general nature of its activities shall be as follows:

1. To have and exercise all the rights and powers conferred on non-profit corporations pursuant to Chapter 617 and 607 of the laws of the State of Florida now in effect or may at anytime hereafter be amended.

2. To do all other acts without limitation which are necessary or expedient for the administration of the affairs and attainment of the goals and purposes of this Corporation.

3. To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any persons, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

4. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to

or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Article III, and nothing contained in the foregoing statement of purposes shall be to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distribution of assets on dissolution and winding up.

#### CORPORATE PURPOSE:

The purposes for which the corporation is organized is to form an organization of those entities and persons who have a common affiliation with the title insurance industry to serve the purpose of providing for the needs of its members and the public which they serve, by establishing appropriate ethical and professional standards and educational programs relative to title insurance and its related products and services.

#### ARTICLE IV

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, an Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

2. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on un-distributed income imposed by the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

3. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment all of the liabilities of the corporation, dispose of all of the assets of the corporation.

#### ARTICLE V

POWERS: The Corporation shall have and exercise all the powers of non-profit corporation under the laws of the State of Florida which are convenient or necessary to effect the purposes of the Corporation.

## ARTICLE VI

### QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION:

Section 1. The initial members of the Corporation shall be the incorporator set forth in Article VII hereof. The membership shall be open to parties interested in the objectives of the Corporation, subject to any qualifications for membership set forth in these articles of incorporation and subsequent requirements of the By-Laws of the Corporation.

The members of the Corporation shall be those corporations, persons, or other legal entities who pay membership dues and are either: A) approved and licensed title agents; B) licensed attorneys approved as agents with a title underwriter; C) independent abstractors meeting the qualifications of the Florida statutes; D) licensed underwriters.

Section 2. The By-Laws of the corporation may prescribe additional qualifications for membership and may provide for additional classes of members.

Section 3. Prospective members shall be admitted to membership according to procedures and limitation established in the By-Laws.

## ARTICLE VII

TERM OF EXISTENCE: The term of which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statute 617, as amended.

## ARTICLE VIII

NAMES AND ADDRESS OF INCORPORATOR: The name and address of the incorporator to these Articles is as follows:

Jerome S. Levin  
2621 Mall Drive  
Sarasota, Florida 34231

## ARTICLE IX

OFFICERS AND DIRECTORS: The affair of this Corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at the Annual Meeting of the Corporation. Vacancies on the Board of Directors may be filled in such manner as provided by the By-Laws. The officers shall be: a President, a Vice President, a Secretary and a Treasurer. Said officers shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

#### ARTICLE X

NAME AND ADDRESS OF INITIAL DIRECTORS: The number of Directors shall be initially be seven (7). The number may be increased or decreased as provided in the By-Laws of the Corporation. The names and addresses of the persons who shall serve as initial directors are:

Barry Mazar  
c/o Chelsea Title  
3830 Bee Ridge Road  
Sarasota, Florida 34233

Thomas Tucker  
c/o Stewart Fidelity Title Co.  
3530 Wobbar Street  
Sarasota, Florida 34239

Michael Ruffino  
c/o Manatee-Pinellas Title Co.  
6210 Manatee Ave., W.  
Bradenton, Florida 34209

Jean Hileman  
c/o Prestige Title Services  
6220 Manatee Ave., W.  
Bradenton, Florida 34209

Jerome S. Levin  
c/o Jerome S. Levin, P.A.  
2621 Mall Drive  
Sarasota, Florida 34231

Donna Hannigan  
c/o SunCoast One Title Co.  
2848 Proctor Road  
Sarasota, Florida 34231

Samuel Whitehead  
c/o Lawyers Title Ins. Corp.  
2199 Ringling Blvd.  
Sarasota, Florida 34237

#### ARTICLE XI

BY-LAWS: The By-Laws of this Corporation may be altered, amended or repealed, and new By-Laws may be adopted in accordance with the provisions of the initial By-Laws which shall require a vote of the membership.

#### ARTICLE XII

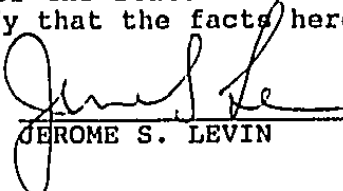
AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be amended by a majority of the members present and voting at any regular or special meeting of the corporation, provided, however, that these Articles of Incorporation shall not be amended unless written notice is given of the proposed Amendment by U.S. Mail, facsimile, or overnite mail addressed to each and every member of the Corporation at the address on the official membership log of the corporation, not less than ten (10) days nor more than thirty (30) days prior to the regular or special meeting of the Corporation.

#### ARTICLE XIII

INDEMNIFICATION: The corporation shall indemnify any person who was or is a party to any threatened, criminal, administrative or investigative (whether or not by or in the right of the Corporation,) by reason of the fact that he is or was a director or

officer of the Corporation, against any and all expenses (including attorney's fees, court costs and appellate costs and fees,) judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty or willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporate Funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. The indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 1<sup>st</sup> day of May, 1995, for the purposes of forming this non-profit corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida these Articles on Incorporation and certify that the facts herein stated are true.

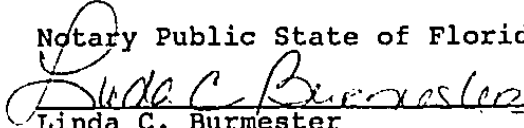
  
JEROME S. LEVIN

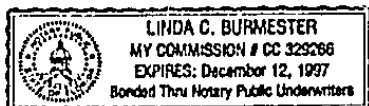
STATE OF FLORIDA  
COUNTY OF SARASOTA

1<sup>st</sup> The foregoing instrument was acknowledged before me this day of May, 1995, by Jerome S. Levin who is personally known to me.

My Commission Expires:

Notary Public State of Florida

  
Linda C. Burmester



STATE OF FLORIDA  
DEPARTMENT OF STATE

FILED  
95 MAY -4 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

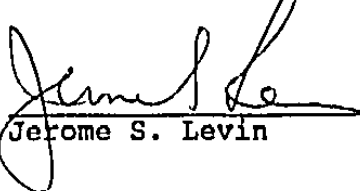
Certificate Designating Place of Business or Domicile for the  
Service of Process Within This State, Naming Agent Upon Whom  
Process May Be Served

The following is submitted, in compliance with Chapter 48.091,  
Florida Statutes:

**SARASOTA MANATEE LAND TITLE ASSOCIATION, INC.**

a non-profit corporation organized (or organizing) under the  
laws of the State of Florida with its principal office at 3530  
Webber Street, Sarasota Florida, 34231, has named Jerome S. Levin,  
of 2621 Mall Drive, Sarasota, Florida 34231, as its agent to  
accept service of process within this State.

I agree as Resident Agent to accept Service of Process; to  
keep office open during prescribed hours; to post my name (and any  
other officers of said corporation authorized to accept service of  
process at the above Florida designated address) in some  
conspicuous place in office as required by Law.

  
Jerome S. Levin