

P020000096024

TRANSMITTAL LETTER

FILED

02 SEP -5 PM 2:18

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

900006941349--1  
-08/07/02--01035--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: BANKERS TITLE INSURANCE SERVICES, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☒ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: SCOTT GUTHRIE  
Name (Printed or typed)

PO BOX 1039  
Address

CHIEFLAND, FL 32644  
City, State & Zip

(352) 463-3010  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

410122922



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 8, 2002

SCOTT GUTHRIE  
P.O. BOX 1039  
CHIEFLAND, FL 32644

SUBJECT: BANKERS TITLE INSURANCE SERVICES, INC.  
Ref. Number: W02000022922

We have received your document for BANKERS TITLE INSURANCE SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

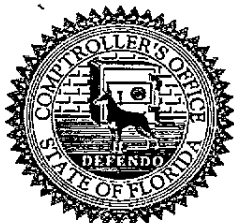
The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

Letter Number: 102A00047339



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

**OFFICE OF THE COMPTROLLER**  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

August 13, 2002

ATTN:  
LUTHER

Mr. Scott Guthrie  
Post Office Box 730  
Trenton, Florida 32693

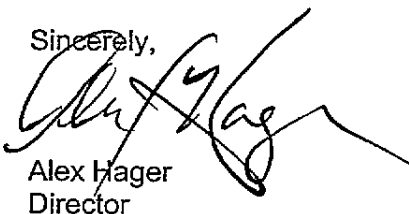
Dear Mr. Guthrie:

Re: Bankers Title Insurance Services, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,



Alex Hager  
Director

AH:ker

cc: Karon Beyer, Chief, Bureau of Corporate Records  
Division of Corporations, Secretary of State's Office

**ARTICLES OF INCORPORATION  
OF  
BANKERS TITLE INSURANCE SERVICES, INC.**

**FILED**  
02 SEP -5 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of BANKERS TITLE INSURANCE SERVICES, INC., under Chapter 607, Florida Statutes, the Florida Business Corporation Act ("Act"), adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**BANKERS TITLE INSURANCE SERVICES, INC**

**ARTICLE II. ADDRESS**

The mailing address of the corporation is:

**1627 North Young Blvd.  
Chiefland, FL 32626**

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence at 8:00 A.M. on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida, including but not limited to the activities typically engaged in by a title insurance agency.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

## **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1627 North Young Blvd., Chiefland, FL 32626 and the name of the corporation's initial registered agent at the address is Scott Guthrie, Drummond Community Bank.

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Gray Drummond	1627 North Young Blvd. Chiefland, FL 32626
Jerry Martin	1627 North Young Blvd. Chiefland, FL 32626
Scott Guthrie	1627 North Young Blvd. Chiefland, FL 32626

## **ARTICLE VIII. DIRECTOR LIABILITY**

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of his duty of care or other duty as a director by reason of any act or omission occurring subsequent to the effective date of this provision, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 607.0831 of the Act; or (iv) for any transaction from which the director derives an improper personal benefit. If the Act is amended to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

In discharging his duty, any director, when acting in good faith, may rely upon information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by (i) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented, (ii) counsel, public accountants, or other persons as to matters that the director believes to be within that person's professional or expert competence, or (iii) a committee of the

board of directors upon which he does not serve, duly designated according to law, as to matters within its designated authority, if the director reasonably believes that the committee is competent.

## **ARTICLE IX. INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Scott Guthrie Drummond Community Bank	1627 North Young Blvd Chiefland, FL 32626

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

## **ARTICLE X. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

## **ARTICLE XI. INDEMNIFICATION**

A. Each person who is or was a director or officer of the corporation, and each person who is or was a director or officer of the corporation who at the request of the corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against those expenses (and the corporation may pay or reimburse expenses incurred by such person as a party to a proceeding in advance of final disposition of the proceeding if such person executes a written undertaking to repay such advances if it is ultimately determined that he is not entitled to indemnification under this Article or otherwise) (including attorneys' fees up to and through any final appeal), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the corporation under the laws of the State of Florida and which are actually and reasonable incurred in connection with any action, suit or proceeding, pending or threatened whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this corporation or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Florida and subject to the conditions prescribed therein.

B. In any instance where the laws of the State of Florida permit

indemnification to be provided to persons who are or have been an officer or director of the corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person, the corporation shall promptly cause such determination to be made (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained, then by majority vote of a committee duly designated by the Board of Directors, consisting solely of two (2) or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii), or if a quorum of the Board of Directors cannot be obtained under (i) and a committee cannot be designated under (ii), selected by majority vote of the full Board of Directors (in which selection directors who are parties to the proceeding participate); or (iv) by the shareholders, but shares owned or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

C. As a condition to any such right of indemnification, the corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the corporation and at the expense of the corporation.

D. The corporation may purchase and maintain insurance on behalf of any such officers and directors whether or not the corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Florida.

E. The indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any other rights, in respect to indemnification or otherwise, to which the persons seeking indemnification or advancement of expenses may be entitled under any bylaws, resolution, agreement, statute or otherwise.

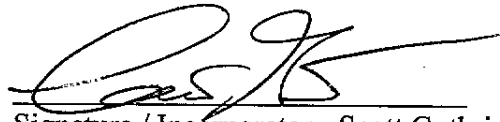
F. The rights to indemnification and advancement of expenses provided by this Article shall be deemed a contract between the corporation and each such person and any modification or repeal of this Article shall not affect any right or obligation then existing with respect to any stated fact then or previously existing, or any action or proceeding previously or thereafter brought or threatened based in whole or in part on any such state of facts. Such contract right may not be modified or repealed without consent of each such person. The rights to indemnification and advancement of expenses provided by this Article shall continue to a person entitle to indemnification hereunder who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors or administrators of each such person.

G. Notwithstanding anything contained herein to the contrary, this Article is intended to provide indemnification to each director and officer of the corporation to the fullest extent authorized by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader rights than said statute permitted the corporation to provide prior thereto).

## ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 5<sup>th</sup> day of August, 2002.

  
Signature / Incorporator - Scott Guthrie

I hereby am familiar with and accept the duties and responsibilities as Registered Agent of Bankers Title Insurance Services, Inc.

  
Signature / Registered Agent - Scott Guthrie