

P06462

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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Amend.

11-13-08 De

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: UNITED GENERAL TITLE INSURANCE COMPANY
(Name of Corporation)

DOCUMENT NUMBER: P06462

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LENORE A. MARTINEZ, ESQ.

(Name of Contact Person)

UNITED GENERAL TITLE INSURANCE COMPANY

(Firm/Company)

8310 SO. VALLEY HIGHWAY, SUITE 135

(Address)

ENGLEWOOD, CO 80112

(City/State and Zip Code)

For further information concerning this matter, please call:

LENORE A. MARTINEZ

(Name of Contact Person)

at (720) 264-8704

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☒

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 3, 2008

LENORE A. MARTINEZ, ESQ.
8310 S. VALLEY HIGHWAY
SUITE 135
ENGLEWOOD, CO 80112

SUBJECT: UNITED GENERAL TITLE INSURANCE COMPANY
Ref. Number: P06462

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

WHEN CHANGING THE JURISDICTION OF A FOREIGN CORPORATION FROM ONE STATE TO ANOTHER STATE, THE CORPORATION MUST SUBMIT CERTIFICATION EVIDENCING THE CHANGE SUCH AS, A CERTIFICATE EVIDENCING THE REDOMESTICATION OR AN ORDER OF REDOMESTICATION.

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) 245-6906.

Darlene Connell
Regulatory Specialist II

Letter Number: 208A00055880

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P06462

(Document number of corporation (if known))

1. UNITED GENERAL TITLE INSURANCE COMPANY

(Name of corporation as it appears on the records of the Department of State)

2. COLORADO

(Incorporated under laws of)

3. 06/18/1985

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? N/A

5. N/A

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

CALIFORNIA

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Lenore A. Martinez
(Signature of a director, president or other officer, or in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

LENORE A. MARTINEZ

(Typed or printed name of person signing)

SVP/CHEIF LEGAL OFFICER/SECRETARY

(Title of person signing)

A0680566

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG - 6 2008

DEBRA BOWEN
Secretary of State

A0680566

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

AUG - 5 2008

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of United General Title Insurance Company, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE 1
NAME

The name of the corporation is United General Title Insurance Company (the "Corporation").

ARTICLE 2
ENTIRE TEXT OF ARTICLES

These Restated Articles of Incorporation set forth the entire text of the Articles of Incorporation, as amended.

ARTICLE 3
ORIGINAL STATE OF INCORPORATION

The corporation was originally incorporated and authorized to do business as an insurance company in the State of Louisiana on September 6, 1983. In June 1, 1999, the corporation redomesticated to the State of Colorado. Effective December 28, 2007, the corporation redomesticated to the State of California.

ARTICLE 4
SHARES AND VOTING

The total number of shares which the corporation is authorized to issue is 150,000 shares of common stock, which shall constitute one class of shares. The shares of common stock shall have unlimited voting rights and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with California law. The shares of common stock shall also be entitled to receive the net assets of the corporation upon dissolution.

ARTICLE 5
DIRECTORS AND EXECUTIVE OFFICERS

The business and affairs of the corporation shall be managed under the direction of the Board of Directors. The bylaws shall set forth the number of directors of the corporation.

ARTICLE 6
NOTICE OF SHAREHOLDER MEETINGS

Notice of the annual meeting or any special meeting of shareholders of this corporation shall be given by the Secretary of the corporation by written notice delivered personally to each shareholder of record and entitled to vote at such meeting or by depositing such notice in the United States mail addressed to each such shareholder at his last known address, not less than ten (10) nor more than sixty (60) days before the date of the meeting.

ARTICLE 7
ACCEPTANCE OF CALIFORNIA LAW

The corporation accepts and shall be subject to the laws of the State of California.

ARTICLE 8
OBJECTS AND PURPOSES

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

The corporation is a corporation subject to the Insurance Code as an insurer, and the business of the corporation is to be an insurer.

ARTICLE 9
INDEMNIFICATION

The corporation shall indemnify, to the maximum extent permitted by California law, any person who is or was a director or officer of the corporation, and may indemnify any other person, against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he is or was a director, officer, agent, fiduciary or employee of the corporation or because he is or was serving another entity as a director, officer, partner, trustee, employee, fiduciary or agent at the corporation's request. The corporation shall further have the authority, to the maximum extent permitted by law, to purchase and maintain insurance providing such indemnification, advance expenses to persons indemnified by the corporation, and provide indemnification to any person by general or specific action of the Board of Directors, the Bylaws of the corporation, contract or otherwise.

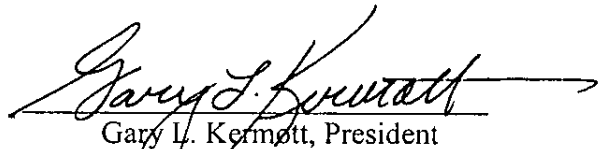
ARTICLE 10
LIMITATION OF LIABILITY


No director of this corporation shall have any personal liability to the corporation or its shareholders for monetary damages for breach of her/his fiduciary duty as a director, except that this provision shall not eliminate or limit the personal liability of a director to the corporation or to its shareholders for monetary damages for any acts, omissions or commissions under California law. Nothing contained herein shall be construed to deprive any director of her/his right to all defenses ordinarily available to a director nor shall anything herein be construed to deprive any director of any right s/he may have for contribution from any other director or other person.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 150,000. The number of shares voting in favor of the amendment equaled or exceed the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: June 30, 2008


Gary L. Kermott, President


Lenore A. Martinez, Secretary





**UNITED GENERAL
TITLE INSURANCE COMPANY**
"THE HOME OF FIVE STAR SERVICE"

Lenore A. Martinez, Esq.
Office of Corporate/Regulatory Counsel
720-264-8704
lemartinez@ugtic.com

November 7, 2008

VIA FEDERAL EXPRESS

Ms. Darlene Connell
Regulatory Specialist II
FL Department of State Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: UNITED GENERAL TITLE INSURANCE COMPANY – NAIC #51624
Redomestication from the State of Colorado to California

Dear Ms. Connell:

Upon receipt of your dated November 3, 2008, I tried many times unsuccessfully to reach you at the telephone number you provided in your letter.

In connection with United General Title Insurance Company's (UGTIC) redomestication from the State of Colorado to California, UGTIC has filed with the Florida Department of State, Division of Corporations Florida's "Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida," a certified copy of the Restated Articles from the California Secretary of State, and a copy of the Certificate of Authority issued by the State of California Department of Insurance (copy of letter and documents attached).

UGTIC has provided you with a copy of the California Department of Insurance Certificate of Authority issued to the Company and the Restated Articles certified by the State of California Secretary of State. Aside from these two documents, no other Certification evidencing the change such as a "certificate evidencing the redomestication or an order of Redomestication" has been provided by California. For your convenience, I am providing the names of the legal staff at the California Department of Insurance and Secretary of State's Office so that you can verify that there are no further certificates or orders.

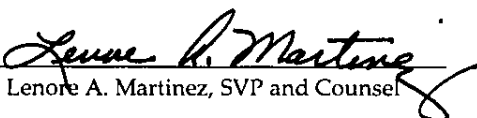
Ms. Cheryl Y. Leonard
Legal Analyst, Corporate Affairs
California Department of Insurance
300 Capitol Mall, 16th Floor
Sacramento, CA 95814

R. Todd Vlaanderen, Esq.
Staff Counsel
Legal Review Unit - Business Programs Division
CA Secretary of State's Office
1500 11th Street, Room 390
Sacramento, CA 95814

UGTIC resubmits for your consideration: (1) Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, (2) copy of Certificate of Authority No. 08482 and the issuing letter from the California Department of Insurance, and (3) Restate Articles certified by the California Secretary of State.

Respectfully,

UNITED GENERAL TITLE INSURANCE COMPANY

By: 
Lenore A. Martinez, SVP and Counsel

C: Ms. Cheryl Y. Leonard
R. Todd Vlaandersen, Esq.