

PO 6462

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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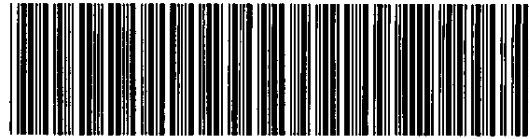
(Business Entity Name)

(Document Number)

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RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

C. LEWIS  
AUG 14 2014  
EXAMINER



**First American  
Title Insurance Company**

August 1, 2014

**VIA FEDERAL EXPRESS**

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

**Re: United General Title Insurance Company (Document Number P06462)  
Application for Amendment – Change in Jurisdiction and Name**

Dear Sir or Madam:

United General Title Insurance Company (Document Number P06462) hereby formally notifies the Florida Department of State of a change in jurisdiction and name.

Please find enclosed the following documents:

- Application for amendment;
- Copy of the application for amendment for certification by the Florida Department of State;
- Certification of the redomestication and name change of United General Title Insurance Company from California to Texas, with name change to First American Title Guaranty Company; and
- Check in the amount of \$52.20, which is the fee for filing and a certified copy.

If you should require additional information or have questions, please contact the undersigned.

Respectfully submitted,

UNITED GENERAL TITLE INSURANCE COMPANY

Denise M. Clause, Paralegal

First American Title Insurance Company, 1 First American Way, Santa Ana, CA 92707

Direct: (714) 250-3148 // Email: dclause@firstam.com

Enclosures

\dmc

CC: James O. Nelson, Deputy General Counsel – Operations

## 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:

**Denise Clause**

Name of Contact Person

**First American Title Insurance Company**

Firm/Company

**1 First American Way**

Address

**Santa Ana, CA 92707**

City/State and Zip Code

**dclause@firstam.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Denise Clause**

Name of Contact Person

at ( **714** ) **250-3148**

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

**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. CA.

(Incorporated under laws of)

3. 6/18/1985

(Date authorized to do business in Florida)

14 AUG -4 PM 12:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**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? 7/1/2014

5. First American Title Guaranty Company

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

N/A

(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

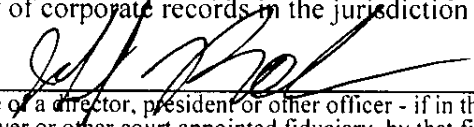
(New duration)

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

Texas

(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.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jeffrey S. Robinson

(Typed or printed name of person signing)

Secretary

(Title of person signing)



## **Texas Department of Insurance**

**Legal Section, Mail Code 110-1C**

Agency Counsel Section, General Counsel Division

333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

512-475-1757 telephone • 512-475-1843 fax • [www.tdi.texas.gov](http://www.tdi.texas.gov)

July 30, 2014

Denise Clause  
First American Title Insurance Company  
1 First American Way, 3<sup>rd</sup> Floor  
Santa Ana, CA 92707

RE: Request concerning 2 certified copies of amended and restated articles of incorporation for First American Title Guaranty Company, NAIC 51624, Request No. 152841

Dear Ms. Clause:

The Texas Department of Insurance (TDI) received your request for information concerning the aforementioned subject matter. Enclosed please find the information responsive to your request. This information was located in TDI's Company License and Registration Division.

Sincerely,

A handwritten signature in cursive script that reads "Florita Coakley".

Florita Coakley  
Legal Assistant  
Office of Agency Counsel  
512-322-4258  
[florita.coakley@tdi.texas.gov](mailto:florita.coakley@tdi.texas.gov)



## **Texas Department of Insurance**

**Financial Regulation Division—Company Licensing and Registration Office**, Mail Code 305-2C  
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104  
512-322-3507 telephone • 512-490-1035 fax • [www.tdi.texas.gov](http://www.tdi.texas.gov)

STATE OF TEXAS           §  
                                     §  
COUNTY OF TRAVIS     §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing and Registration Office of the Texas Department of Insurance.

Amended and Restated Articles of Incorporation for FIRST AMERICAN TITLE GUARANTY COMPANY, Austin, Texas, consisting of four (4) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 18th day of July, 2014.

JULIA RATHGEBER  
COMMISSIONER OF INSURANCE

BY: 

Jeff Hunt, Admissions Officer  
Company Licensing and Registration Office  
Commissioner's Order No. 10-1042



## Texas Department of Insurance

Financial Regulation Division – Company Licensing & Registration Office, Mail Code 305-2C  
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104  
512-322-3507 telephone • 512-490-1035 fax

Reference ID: 966067

Sent via email to: [pwaters@lockelord.com](mailto:pwaters@lockelord.com)

### Official Action of the Texas Department of Insurance

**Re:** United General Title Insurance Company  
Name Change to First American Title Guaranty Company  
Austin, Texas  
TDI License No: 5514

### Amendment to the Articles of Incorporation and Amended Certificate of Authority

**Date:** July 9, 2014

The Texas Department of Insurance has reviewed the application of United General Title Insurance Company ("Company") for approval of an amendment to its articles of incorporation and for an amended certificate of authority changing its name to First American Title Guaranty Company.

The Company has submitted the necessary documents to the department, supporting the request as required by TEX. INS. CODE §822.155. Department-staff has reviewed these documents and recommends approval of the application.

Based upon the evidence submitted, the Company's application for an amendment to its articles of incorporation is approved. Further, the current certificate of authority, issued to United General Title Insurance Company, is canceled, and an amended certificate of authority is issued concurrently to First American Title Guaranty Company, Austin, Texas.

JULIA RATHGEBER  
COMMISSIONER OF INSURANCE

A handwritten signature in black ink, appearing to read "Godwin Ohaechesi", written over a horizontal line.

Godwin Ohaechesi, Director  
Company Licensing and Registration Office  
Licensing Services Section  
Financial Regulation Division  
Commissioner's Order No. 3021

Recommended by:

A handwritten signature in black ink, appearing to read "Christine Browning", written over a horizontal line.

Christine Browning, Insurance Specialist  
Company Licensing and Registration Office  
Licensing Services Section  
Financial Regulation Division

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION AND REDOMESTICATION  
OF  
FIRST AMERICAN TITLE GUARANTY COMPANY**

**ARTICLE I  
NAME**

The name of this Corporation shall be First American Title Guaranty Company.

**ARTICLE II  
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. On June 1, 1999, the Corporation redomesticated to the State of California. On July 1, 2014, the Corporation redomesticated to the State of Texas. Upon the approval of these Amended and Restated Articles of Incorporation, the Corporation be and continue to be possessed of all privileges, franchises and powers to the same extent as if it has been originally incorporated under the laws of the State of Texas; and all privileges, franchises and powers belong to said Corporation, and all property, real, personal and mixed and all debts due on whatever account, all Certificates of Authority, agent appointments, outstanding insurance policies, and all choses in action, shall be and are hereby ratified, approved, confirmed and assured to the Corporation, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Texas.

**ARTICLE III  
PURPOSE**

The purpose of the corporation is to engage in the business of title insurance to the fullest extent permitted by the Texas Title Insurance Act, Insurance Code Sections 2501.001 *et seq.*, and to engage in such other business as may be necessary or incidental to the foregoing including any lawful act or activity for which corporations may be organized under the Texas Insurance Code, which is not inconsistent with the business of title insurance.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The address of the current registered office and agent of the Corporation is Corporation Service Company, 211 East 7th Street Suite 620, Austin TX 78701 -3218.

**ARTICLE V  
PRINCIPAL OFFICE**

The place where the principal business of said Corporation is to be transacted is Austin, Texas. The principal place of business may be changed from time to time upon approval of the Board of Directors without amendment of these Articles of Incorporation. The principal place of business shall not be moved outside of the State of Texas without prior notice to the Texas



Department of Insurance. The Corporation may establish and maintain such branch offices, within or without the State of Texas as the Board of Directors may direct.

#### **ARTICLE VI EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE VII SHARES**

This Corporation is authorized to issue only one class of shares of stock. The aggregate number of shares which the Corporation shall have authority to issue is one hundred fifty thousand (150,000) shares. The aggregate par value of said shares is Two Million Ten Thousand Dollars (\$2,010,000); and the par value of each share is Thirteen Dollars and Forty Cents (\$13.40).

#### **ARTICLE VIII DIRECTORS LIABILITY**

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under Texas law.

Any repeal or modification of the provisions of this article by the shareholders of this corporation shall not adversely affect any right or protection of a director or this corporation existing at the time of such repeal or modification.

#### **ARTICLE IX INDEMNIFICATION OF AGENTS**

This Corporation is authorized to provide indemnification of agents directors, officers, employees and agents of the corporation to the fullest extent permitted under Texas law.

Any repeal or modification of the provisions of this article by the shareholders of this corporation shall not adversely affect any right or protection of a director or other agent of this corporation existing at the time of such repeal or modification.

#### **ARTICLE X ACCEPTANCE OF TEXAS LAW**

The Corporation, upon redomestication, elects to be governed by all of the applicable provisions of Texas law.

- A. The foregoing amendment and restatement of the articles of incorporation and redomestication have been approved by the board of directors.
- B. The foregoing amendment of the articles of incorporation has been approved by the required vote of shareholders in accordance with Texas Insurance Code Section 822.155. The total number of outstanding shares of the corporation entitled to vote with respect to the foregoing amendment

was one hundred fifty thousand (150,000) shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required for adoption of the amendment was more than 51%.

Each of the undersigned declares under penalty of perjury that the statements set forth in this certificate are true of his own knowledge and this declaration was executed at Santa Ana, California on June 30, 2014.



Christopher M. Leavell  
President



Timothy V. Kemp  
Secretary

Applicant Name: First American Title Guaranty Company

NAIC No. 51624  
FEIN: 72-0976930

**Uniform Certificate of Authority Application (UCAA)  
Certificate of Compliance**

State of Texas  
(Domiciliary State of Applicant)

Office of Department of Insurance  
(Commissioner, Superintendent, Officer)

I, Jeff Hunt, hereby certify that I am the\*  
(Name)

Admissions Officer, of the State of Texas  
(Position)

and have supervision of insurance business in said State and as such I hereby certify that

First American Title Guaranty Company  
(Name of Insurer)

of Austin, Texas is duly organized under the laws of said State and  
(city/state)

is authorized to transact the business of See attached  
(Lines of Insurance)\*\*

insurance in this State.

IN TESTIMONY WHEREOF, I have hereunto set my hand at Austin, Texas  
(Location)

on this 21st day of July, A.D. 2014  
(Month)

Jeff Hunt  
(Signature)

Jeff Hunt  
(Printed Name)

\* Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.

\*\* Lines of Insurance as shown on Form 3 of UCAA



# Texas Department of Insurance

## Amended Certificate of Authority

License no. 5514

Licensed since: November 13, 1990

### Department Certification

First American Title Guaranty Company  
(domestic stock title company)  
organized under the laws of the state of Texas

This entity has complied with the laws of the state of Texas, as applicable, and is authorized to transact the following lines of insurance:

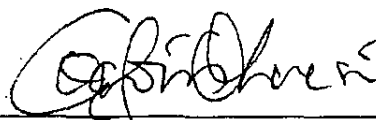
This amended certificate of authority is in full force and effect until it is revoked, canceled, or suspended according to law.

Given under my hand and official seal at my office  
in the city of Austin, this

9<sup>th</sup> day of July, 2014

JULIA RATHGEBER  
COMMISSIONER OF INSURANCE

BY



Godwin Ohaechesi, Director  
Company Licensing and Registration  
Commissioner's order no. 3021

