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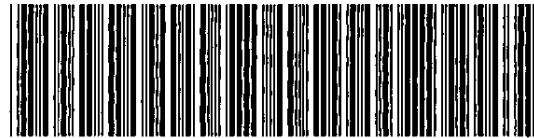
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

* Attached Articles of Inc. accepted entitled "Amended + Restated" as approved by the OFR; However accepted and

filed only as Art. of Inc.

OK per Lyn.
Michelle Milligan



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. MILLIGAN
EXAMINER

DEC - 1 2014

Milligan, Michelle

From: Doliner, Nathaniel L. <NDoliner@cfjblaw.com>
Sent: Friday, November 21, 2014 2:44 PM
To: Milligan, Michelle
Subject: ORNTIC's Certificate of Domestication and Amended and Restated Articles of Incorporation
Attachments: Ceertificate.pdf; ORNTIC Amended and Restated Articles of Inc. 11-20-2014.pdf

Michelle, per our conversation yesterday, I have attached an executed Certificate of Domestication and Amended and Restated Articles of Incorporation. Would it be possible to get these filed today? Our firm has an account on SunBiz with the Division. Our account number is: 076077000365. Please let me know if this works for you. Many thanks. Nat

~~CARLTON FIELDS~~
~~JORDEN BURT~~

Nathaniel L. Doliner
Attorney at Law

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Tampa, Florida 33607-5780
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TAMPA, FLORIDA

Final email sent Nov-25, 2014 -

CERTIFICATE OF DOMESTICATION

Pursuant to Section 607.1801 of the Florida Statutes, Old Republic National Title Insurance Company, a Minnesota corporation, in order to become domesticated in the State of Florida, hereby certifies as follows:

(a) The date on which and jurisdiction where the Corporation was first incorporated are as follows:

Date of Incorporation:

August 20, 1907

Jurisdiction of Incorporation:

State of Minnesota

(b) The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Old Republic National Title Insurance Company.

(c) The name of the Corporation as set forth in its articles of incorporation filed in accordance with paragraph (2)(b) of Section 607.1801 of the Florida Statutes is Old Republic National Title Insurance Company.

(d) The jurisdiction that constituted the principal place of business or central administration of the Corporation immediately prior to the filing of this Certificate of Domestication was the State of Minnesota.


(e) Attached are Florida articles of incorporation to complete the domestication requirements pursuant to sections 607.1801, 628.081, and 628.520, Florida Statutes.

[Signature Page Follows]

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The undersigned officer of the Corporation, who is authorized to sign this Certificate of Domestication on behalf of the Corporation, has signed this Certificate of Domestication on November 21, 2014.

**OLD REPUBLIC NATIONAL TITLE
INSURANCE COMPANY**

By: 
Name: Randolph K. Keizer
Title: Chief Executive Officer

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TALLAHASSEE, FL 32304

APPROVED

NOV 25 2014

Docketed by: Luan Chen

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OLD REPUBLIC NATIONAL TITLE INSURANCE COMPANY**

ARTICLE I

Name

The name of the corporation is Old Republic National Title Insurance Company (the "Corporation").

ARTICLE II

Principal Office and Mailing Address

The principal office of the Corporation is 3000 Bayport Drive, Suite 1000, Tampa, FL 33607 (in Hillsborough County, Florida) or such other place within the State of Florida as may be subsequently designated by the Board of Directors of the Corporation (the "Board of Directors"). The mailing address is: c/o General Counsel, Old Republic National Title Insurance Company, 400 Second Avenue South, Minneapolis, Minnesota, 55401.

ARTICLE III

Purpose

The general nature of the business of the Corporation shall be: to insure owners and others interested in real estate against loss or damage by reason of defective titles, encumbrances or otherwise; to act as escrow agent in real estate transactions; to make abstracts of title to real property and engage in all other lawful business.

ARTICLE IV

Duration

The corporate existence of the Corporation shall be perpetual.

ARTICLE V

Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, a Board of Directors. The Board of Directors shall be composed of not less than five (5) or more than eighteen (18) directors who shall be elected by the shareholders of the Corporation (the "Shareholders"). The number of directors shall be fixed by the Board of Directors.

The Board of Directors shall be divided into three classes with the number of directors in each class being as nearly equal as possible. The term of office of directors of the first class shall expire at the annual meeting next ensuing, the term of office of directors of the second class shall

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expire one year thereafter, and the term of office of directors of the third class shall expire two years thereafter. At each annual election held after such classification and election, directors shall be elected for a three year term to succeed those whose terms expire. Any increase or decrease in the number of directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. Whenever a vacancy occurs on the Board of Directors, it may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by the Shareholders.

The annual meetings of the Shareholders and of the Board of Directors shall be held on the third Thursday of May each year, unless a different date is set by the Board of Directors.

The Board of Directors shall appoint an Executive Committee which shall have such powers and duties as may be provided in the Bylaws of the Corporation.

Action required or permitted by to be taken at a meeting of the Board of Directors or committee of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member. Such action taken by written consent is effective when the last director signs the consent, unless the consent specifies a different effective date. Such written consent will have the effect of a meeting vote and may be described as such in any document.

ARTICLE VI

Authorized Shares

The capital stock of the Corporation shall be Seven Million Five Hundred Thousand Dollars (\$7,500,000.00) to be divided into Six Million (6,000,000) shares of the par value of One and 25/100ths Dollars (\$1.25) each, to be issued and paid for as the Board of Directors shall provide.

No holder of shares of capital stock of the Corporation shall have any preemptive rights to subscribe for, purchase or acquire any shares of capital stock of the Corporation, or to subscribe for, purchase or acquire any obligations or other securities convertible into or exchangeable for any such shares.

ARTICLE VII

Officers

The officers of the Corporation shall consist of the following:

President and Chief Executive Officer
One or More Vice Presidents
Secretary
Treasurer

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and such other officers, including a Chairman of the Board of Directors, Executive Vice President, Senior Vice President, First Vice President, Controller, Counsel, Assistant Counsel, Assistant Secretaries, Assistant Treasurers, Assistant Vice Presidents, Title Officers, Abstract Officers, Escrow Officers and Validating Officers, as the Board of Directors may determine from time to time. More than one office may be held by the same person.

ARTICLE VIII

Sale, Lease or Exchange of Assets

The Corporation may sell, lease or exchange all of its property, rights, privileges and franchises upon such terms and conditions as the Board of Directors deems expedient and in the best interest of the Corporation when and as, in accordance with the Florida Business Corporation Act and the Florida Insurance Code, authorized by the affirmative vote of the holders of two-thirds of the shares of stock of the Corporation issued and outstanding and given at a shareholders meeting duly called for that purpose or when authorized by the written consent of the holders of not less than two-thirds of the shares of stock of the Corporation entitled to vote on such sale, lease or exchange.

ARTICLE IX

Exculpation

Except to the extent otherwise provided under the Florida Business Corporation Act, a director on the Board of Directors shall not be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy.

ARTICLE X

Appointment of Chief Financial Officer of the State of Florida; Registered Agent and Registered Office

Pursuant to section 624.422, Florida Statutes, the Corporation appoints the Chief Financial Officer of the State of Florida and the Chief Financial Officer's successors in office as the Corporation's attorney to receive service of all legal process issued against the Corporation in any civil action or proceeding in the State of Florida, and process so served shall be valid and binding upon the Corporation.

The name and street address of the person to whom process against the Corporation served upon the Chief Financial Officer is to be forwarded, and the Corporation's registered agent and registered office, are Elaine Layton, Senior Vice President Old Republic National Title Insurance Company, 1408 North Westshore Blvd. Suite 900, Tampa Florida, 33607.

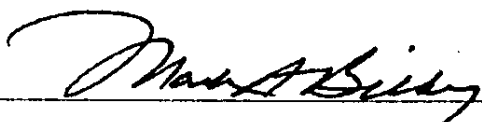
ARTICLE XI

Incorporator

The name and address of the Incorporator are Mark A. Bilbrey, at 3000 Bayport Drive, Suite 1000, Tampa, Florida 33607.

In Witness Whereof, Old Republic National Title Insurance Company has caused these Amended and Restated Articles of Incorporation to be signed and executed by its President and Incorporator.

OLD REPUBLIC NATIONAL TITLE INSURANCE COMPANY


By: 
Mark A. Bilbrey, President and Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligation of its position as registered agent.

Dated this 25th day of November 2014.


Elaine Layton

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