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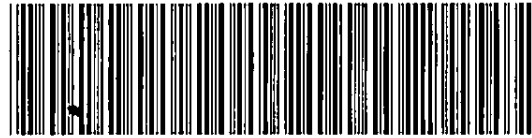
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FILED
Mar 11, 2024 08:00 AM
Secretary of State

A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CATIC TITLE INSURANCE COMPANY

APPROVED
DEC 7 2023
Office of Insurance Regulation
by Alex C. Pate

ARTICLE I
Name

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

ARTICLE II
Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 500 West Cypress Creek Road, Unit 410, Fort Lauderdale, Florida (in Broward 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").

ARTICLE III
Purpose

The general nature of the business of the Corporation shall be to insure owners, mortgagees and other interests in real estate against loss or damage by reason of defective titles, encumbrances or otherwise; and to engage in all other lawful business.

ARTICLE IV
Duration

The corporate existence of the Corporation shall be perpetual.

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ARTICLE V
Directors

All corporate powers shall be exercised by or under the authority of, and the business and the 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 nine (9) 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 annual meetings of the Shareholders and of the Board of Directors shall be held in the Month of September of each year unless a different date is set by the Board of Directors.

Action required or permitted 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 total number of shares of all classes of stock which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of Common Stock, \$1.00 par value per share.

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.

The holder of record of each issued and outstanding share of Common Stock shall be entitled to have one (1) vote per share on each matter voted on at a meeting of shareholders.

ARTICLE VII Management

The following provisions are for managing the business and regulating the affairs of the Corporation and defining the powers of the Corporation and its Board of Directors and shareholders:

a. The Board of Directors is hereby authorized and empowered to issue from time to time all or any part of the shares of the unissued authorized capital stock of the Corporation, as then constituted, for such consideration, not less than par, as is permissible under the Florida Business Corporation Act (the "Act"), and, upon receipt of such consideration by the Corporation, all shares of the capital stock of the Corporation so issued shall be deemed fully paid and non-assessable and the holders of such shares shall not be liable thereunder to the Corporation or its creditors.

b. Any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting, and without prior notice, if consents in writing setting forth the action so taken are signed by the holders of outstanding shares having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consent shall bear the date of signature of the shareholder who signs the consent and be delivered to the Corporation for inclusion in the minutes or filing with the corporate record. If action is taken by less than unanimous written consent of the shareholders, the Corporation shall give written notice of the action to the non-consenting shareholders in accordance with the Act.

c. In furtherance and not in limitation of the powers conferred by statute, a majority of the entire Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation. In addition, the Bylaws of the Corporation may be amended or repealed by the affirmative vote of the holders of a majority of the issued and outstanding shares of Common Stock.

ARTICLE VIII

Exculpation

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

Any repeal or modification of the foregoing provisions of this Article VIII by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of, or increase the liability of any director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to, such repeal or modification.

ARTICLE IX

Indemnification

The Corporation shall, to the fullest extent permitted by law, indemnify its directors and officers from and against any and all of the liabilities, expenses and other matters referenced in or covered by the Act; provided that nothing in this sentence shall affect the indemnification of or advance of expenses to a director for any liability stemming from acts or omissions occurring prior to the effective date of this Article IX.

The Corporation shall indemnify each officer of the Corporation who is not a director, or who is a director but is made a party to a proceeding in his capacity solely as an officer, to the same extent as the Corporation is permitted to provide the same to a director, and may indemnify such persons to the extent permitted by the Act.

The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Expenses incurred by a director or officer of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid for or reimbursed by the Corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall be ultimately determined that such director or officer is not entitled to be indemnified by the Corporation.

The Corporation may indemnify and pay for or reimburse the expenses of employees and agents not otherwise entitled to indemnification pursuant to this Article IX on such terms and conditions as may be established by the Board of Directors.

No amendment to or repeal of this Article IX shall apply to or have any effect on the indemnification of any director, officer, employee or agent of the Corporation for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligations of the Corporation to pay for or reimburse in advance expenses incurred by a director, officer, employee or agent of the Corporation in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

Any amendment, repeal or modification of the foregoing provisions of this Article IX shall not (a) adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification nor (b) increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

ARTICLE X 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.

ARTICLE XI Incorporators

The names and addresses of the Incorporators are:

James M. Czapiga, at 68 Knollwood Drive, Hebron, CT 06248

Tony Jorgensen, at 84 Winthrop Road, Windsor, CT 06095

Lawrence Bell, at 26 Summit Road, Brant Lake, NY 12815

Kenneth M. Gruder, at 261 Coventry Lane, Fairfield, CT 06824

Stephen Maggiola, at 91 Mountain Wood Road, Stamford, CT 06903

Thomas D. Murphy, Jr., at 2 Old South Road, Aquinnah, MA 02535

David Rickenbach, at 27 Agate Road, East Brunswick, NJ 08816

All Incorporators are U.S. citizens and at least 18 years of age.

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

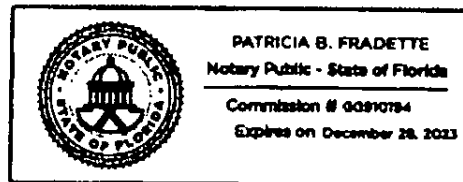
CATIC TITLE INSURANCE COMPANY

By: James Michael Czapiga

President and Incorporator

STATE OF FLORIDA

COUNTY OF Pinellas



The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☒ online notarization, this 1st day of Dec., 2023, by (name of person acknowledging).
James M. Czapiga Notarized online using audio-video communication

Patricia B. Fradette

Patricia B. Fradette

(NOTARY SEAL)(Signature of Notary Public-State of Florida)

(Name of Notary Typed, Printed, or Stamped)

Personally Known _____ OR Produced Identification ☒

Type of Identification Produced DRIVER LICENSE

By: Lawrence Bell

Incorporator

Notarized online using audio-video communication

STATE OF FLORIDA

COUNTY OF Pinellas

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☒ online notarization, this 1st day of Dec., 2023, by (name of person acknowledging).
Lawrence Bell

(NOTARY SEAL)(Signature of Notary Public-State of Florida)

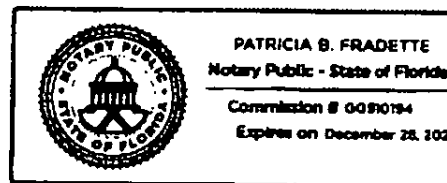
(Name of Notary Typed, Printed, or Stamped)

Personally Known _____ OR Produced Identification ☒

Type of Identification Produced DRIVER LICENSE

Patricia B. Fradette

Patricia B. Fradette



By: Kenneth M. Gruder
Its Incorporator

STATE OF FLORIDA
COUNTY OF Pinellas

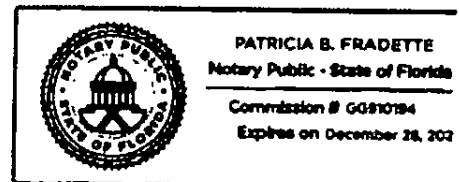
The foregoing instrument was acknowledged before me by means of ☐ physical presence or
☒ online notarization, this 1st day of Dec., 2023, by (name of person acknowledging).
Kenneth M. Gruder DRIVER LICENSE
Tony E Jorgensen Stephen Maggiola

(NOTARY SEAL)(Signature of Notary Public-State of Florida)

(Name of Notary Typed, Printed, or Stamped)

Personally Known _____ OR Produced Identification ☒

Type of Identification Produced DRIVER LICENSE



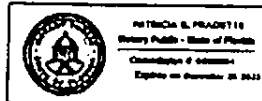
Patricia B. Fradette Patricia B. Fradette
By: Tony E Jorgensen
Incorporator

Notarized online using audio-video communication

By: Stephen Maggiola
Incorporator

State of Florida
County of Pinellas

This foregoing instrument was acknowledged before me by means of online notarization



this 12/01/2023 by Thomas Daniel Murphy, Jr.

Patricia B. Fradette Patricia B. Fradette

By: Thomas Murphy Jr
Incorporator

____ Personally Known OR ____ Produced Identification

Type of Identification Produced DRIVER LICENSE

Notarized online using audio-video communication

By: David E Rickenbach
Incorporator

Type of Identification Produced DRIVER LICENSE

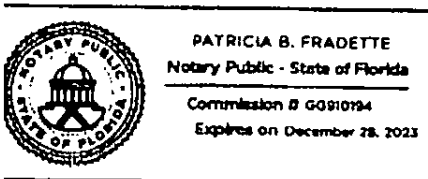
State of Florida

County of Pinellas

This foregoing instrument was acknowledged before me by means of online notarization
this 12/01/2023 by David E Rickenbach.

____ Personally Known OR c ____ Produced Identification

Notarized online using audio-video communication



Patricia B. Fradette

CERTIFICATE OF DOMESTICATION

Pursuant to Section 607.11920 of the Florida Statutes, CATIC Title Insurance Company, a New Jersey corporation (the "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:

June 9, 1937

Jurisdiction of Incorporation:

State of New Jersey

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

(c) The name of the Corporation as set forth in its articles of incorporation filed in accordance with paragraph (2)(a) of Section 607.11922 of the Florida Statutes is CATIC 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 New Jersey.

(e) Attached are Florida articles of incorporation to complete the domestication requirements pursuant to section 607.11922, Florida Statutes.

[Signature Page Follows]

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Mar 11, 2024 08:00 AM
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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 12/01/2023.

CATIC Title Insurance Company

By: James Michael Czapiga

P24000015820

Affidavit

I, Stephen Maggiola, being of lawful age, being duly sworn depose and say:

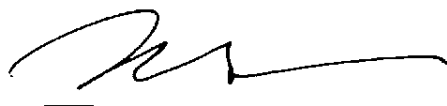
1. I am a Senior Vice President and Officer of CATIC Title Insurance Company ("the Company");
2. The Company is the sole owner of the name "CATIC Title Insurance Company;"
3. On or about December 8, 2023, the Company electronically filed Articles of Incorporation under the name "CATIC Title Insurance Company" with the Florida Department of State, identified with Document ID Number P23000084680;
4. On or about March 1, 2024, the Company submitted Articles of Dissolution to dissolve CATIC Title Insurance Company;
5. The Company desires to submit replacement Articles of Incorporation with the Florida Department of State;
6. The Company has no intention of revoking the dissolution and releases the corporate name "CATIC Title Insurance Company" on the initial filing of the Company's Articles of Incorporation, identified with Document ID Number P23000084680.

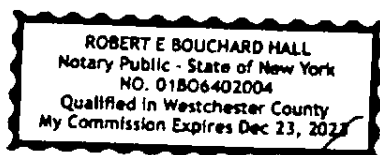
Dated at Tarrytown, New York, this 1st day of March, 2024.


Stephen Maggiola

STATE OF NEW YORK)
) ss.:
COUNTY OF Westchester)

Personally appeared Stephen Maggiola, signer and sealer of the above affidavit, and acknowledged the same to be his free act and deed this 1st day of March, 2024.





Notary Public
My Commission Expires: 12-23-2025