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November 15, 1999

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

(Via Federal Express)

3000003053053--6  
-11/23/99-01053-001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Alliance Title of America, Inc.

Dear Sir or Madam:

Enclosed please find the following concerning the above-referenced corporation:

1. Three (3) original fully executed sets of the Restated Articles of Incorporation of Alliance Title of America, Inc.
2. An original Certification pursuant to Section 607.1006 of the Florida Corporations Act.
3. My firm's check in the amount of \$52.50 representing your fee to file the Restated Articles and provide me with two (2) certified copies of the Restated Articles of Incorporation.

If the enclosed meets with your approval, it will be greatly appreciated if you would file the Restated Articles and return to me two (2) certified copies. If you should have any questions or require anything further to file these Restated Articles, please do not hesitate to give me a call.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS  
& KIRKLAND, P.A.

Robert W. Hendrickson, III

Restated  
Articles

RWH:kes

Enclosures

NOV 30 1999

FILED  
99 NOV 23 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FAX**

Date 11/29/99

Number of pages including cover sheet 1

**TO:** SUSAN PAYNE  
Division of Corporations  
Sec. of State

Phone 487-6935

Fax Phone 487-6897

**FROM:** Pamela K. Pitts  
Department of Insurance  
PO BOX 6200  
TALLAHASSEE, FL  
32314-6200

Phone (850) 413-4102

Fax Phone (850) 922-2544

CC:

**REMARKS:** ☒ Urgent ☐ For your review ☐ Reply ASAP ☐ Please Comment

KAREN,

THE COMPANY SHOWN BELOW IS REQUIRED BY Ch. 48.151 and 624.422, FLORIDA STATUTES TO DESIGNATE THE INSURANCE COMMISSIONER AS THEIR REGISTERED AGENT, BUT HAS CHANGED THEIR DESIGNATION TO ANOTHER PERSON IN ERROR. PLEASE CHANGE THE R.A. WITH YOUR OFFICE BACK TO THE INSURANCE COMMISSIONER AS SOON AS POSSIBLE. THANKS FOR YOUR HELP!

11/29/99 CORPORATE DETAIL RECORD SCREEN 1:51 PM  
NUM: P00000067412 ST:FL ACTIVE/FL PROFIT FLD: 08/14/1998  
LAST: AMENDMENT FLD: 11/02/1998  
FEID: 65-0685696  
NAME : ALLIANCE TITLE OF AMERICA, INC.  
PRINCIPAL: 2502 ROCKY POINT DR CHANGED: 05/09/97  
ADDRESS 180  
TAMPA, FL 33607 US  
RA NAME : CAREVICH, GARY S NAME CHG: 05/09/97  
RA ADDR : 2502 ROCKY POINT DR ADDR CHG: 04/05/99  
180  
TAMPA, FL 33607  
ANN REP : (1997) B 05/09/97 (1998) B 04/30/98 (1999) A 04/05/99

FILED  
99 NOV 23 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALLIANCE TITLE OF AMERICA, INC.

Pursuant to the provisions of Section 607.1007, of the Florida Business Corporation Act, Alliance Title of America, Inc., a Florida corporation, hereby adopts the following Restated Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be ALLIANCE TITLE OF AMERICA, INC., a Florida corporation. The street address of the principal office of the Corporation and the Corporation's mailing address is 2502 Rocky Point Drive, Suite 180, Tampa, FL 33607.

ARTICLE II - PURPOSE AND POWERS

The Corporation is formed as a property and casualty insurance company to engage in every aspect of the title insurance underwriting business.

ARTICLE III - DATE OF COMMENCEMENT AND TERM OF EXISTENCE

Existence of the Corporation shall commence on filing its Articles of Incorporation with the Florida Department of State, and shall continue perpetually.

APPROVED  
INSURANCE COMMISSIONER  
AND TREASURER

NOV 8 1999

BY [Signature]

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue shall be a total of 10,000 shares of common and preferred stock having a par value of \$5.00 per share. The Corporation shall not begin transacting business until it achieves a capital and surplus of at least \$2,500,000.00.

#### ARTICLE V - CLASSES OF SHARES; VOTING RIGHTS; REDEMPTION; RESTRICTIONS ON TRANSFER; DIVIDENDS

Section 1. Classes of Shares. The Corporation shall have two (2) classes of common shares and one class of preferred shares. The two classes of common shares are designated as Class "A" and Class "B". The class of preferred shares is designated as Class "C".

Section 2. Number of Shares; Authority to Issue Shares. The Corporation is authorized to issue 8550 Class A Common Shares, 420 Class B Common Shares, and 1030 Class C Preferred Shares. The preferred shares may be issued in one or more series. Except as otherwise provided in these Articles, the Board of Directors is hereby authorized to fix the number of shares and determine the designation of each series of preferred shares, and may determine and alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued class of shares or wholly unissued series of any class of shares.

Section 3. Voting Rights. The voting rights of each class of shares will be as follows:

A. The Class B Common Shares will have unlimited voting rights.

B. The Class A Common Shares and the Class C Preferred Shares will only have the right to vote on the following actions:

(1) The sale of all or substantially all of the assets of the Corporation.

(2) Any action which would make it impossible for the Corporation to carry on its business in the ordinary course.

(3) Certain amendments to these Articles of Incorporation as provided in Article VIII hereof.

C. The election of Directors will be governed by the provisions of Article VI of these Articles of Incorporation.

Section 4. Preferred Shares. The preferred shares authorized by these Articles of Incorporation shall be issued from time to time in series. The rights, preferences, privileges, and restrictions granted to or imposed on each series of preferred shares are as follows:

A. The first series of preferred shares shall be designated "Series One" and shall consist of four hundred (400) shares. The second series of preferred shares shall be designated "Series Two" and shall consist of six hundred thirty (630) shares.

B. On any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, holders of the preferred shares shall receive the sum of \$1,000.00 per share before any amount shall be paid to the holders of the common shares. After payment to the holders of common shares of the sum of \$1,000.00 per share, the remaining assets of the Corporation shall be distributed equally to all shares, preferred and common. Should the assets of the Corporation be insufficient to permit

payment to the preferred shareholders of the full preferential amounts as herein provided, then such assets shall be distributed ratably among the outstanding preferred shares. A merger of the Corporation with or into any other corporation, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed a liquidation, dissolution, or winding up of the Corporation within the meaning of this Subsection.

C. All of the preferred shares shall be redeemable by the Corporation at a fixed redemption price per share calculated in accordance with the following formula: \$1,140.00 plus a premium of \$10.00 for each full month between the date the share was originally subscribed (including original shares which may be subsequently split) and the date the share is redeemed. Notwithstanding the foregoing, if the Book Value (as defined by the Shareholders' Agreement described in Section 6 below) of the preferred shares on the date of redemption is greater than the fixed redemption price, the redemption price shall be the Book Value for the redeemed shares on the date of redemption. Redemption shall be subject to the following additional terms and conditions:

(1) The Corporation will not be permitted to redeem any of the preferred shares until eighteen (18) months after the original issuance of such shares.

(2) All series of preferred shares will be redeemed on a pro rata basis to the nearest full share.

(3) The Corporation will redeem at least one hundred (100) of the preferred shares during each calendar year

commencing in 1998 before paying dividends on any outstanding shares during each such calendar year.

(4) The Corporation will endeavor to redeem at least twenty-five percent (25%) of the total authorized preferred shares during each calendar year commencing in 1998, subject to limitations imposed by law and good business practices. Subject to the provisions of Paragraphs (1), (2) and (3) above, the Corporation shall have the right to redeem all or any portion of the preferred shares at such times and in such amounts as determined by the Board of Directors.

D. Notice of any proposed redemption shall be mailed by the Corporation to each holder of record of shares to be redeemed as of the record date established in accordance with the Bylaws. Such Notice shall be addressed to the holders at the address as appearing on the books of the Corporation. The Notice shall be mailed not earlier than sixty (60) days nor later than ten (10) days before the date fixed for redemption. The Notice shall set forth: (1) the series of shares or part of any series of shares to be redeemed; (2) the date fixed for redemption; (3) the redemption price; and (4) the place at which the shareholders may obtain payment of the redemption price on surrender of their certificates. All shares of any series of preferred shares purchased or redeemed voluntarily by the Corporation shall constitute authorized but unissued shares of the same class but undesignated as to series.

E. In the event of a merger or reorganization of the Corporation, or reclassification of the shares of the

Corporation, or sale or conveyance of all or substantially all of the assets of the Corporation to another corporation, each preferred share shall be convertible into the number of shares or other securities or property equal to the amount of shares or property to which the preferred shareholders would have been entitled immediately prior to such corporate actions.

Section 5. Dividends. The Board of Directors may declare dividends out of any funds legally available therefor, and such dividends shall be paid equally, share for share, to the holders of all outstanding common shares, subject to the limitations set forth in Subsection 4.C. above. No dividends shall be paid on Corporation's preferred shares.

Section 6. Shareholder's Agreement. The transfer of stock issued by the Corporation, regardless of class, is restricted. Further, the Corporation has the option to purchase issued shares upon the occurrence of certain events. The restrictions on transfer and purchase rights are set forth in a separate agreement between the shareholders and the Corporation as provided in Section 607.0627, Florida Statutes (1995).

#### ARTICLE VI - BOARD OF DIRECTORS

Section 3. Directors shall be elected by the holders of Class B Common Stock; provided, however, the holders of First Series Class C Preferred Stock will have the right to elect one (1) Director so long as any shares of such stock remain outstanding. Directors will hold office as provided in the Bylaws.



#### ARTICLE VII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the first meeting of the Board of Directors.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the holders of Class B Common Stock as provided in the Bylaws.

#### ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of those holding a majority of the Class B Common Stock issued and outstanding; provided, however, Article II, Article IV, Section 5 of Article V, and this Article VIII shall not be amended except by the affirmative vote of those holding a majority of the issued and outstanding shares of the Corporation, without regard to class, and further provided that Section 4 of Article V shall not be amended except by the affirmative vote of a majority of each series of the issued and outstanding preferred shares of the Corporation.

#### ARTICLE IX - REGISTERED OFFICE AND AGENT


Section 1. The street address of the registered office of the Corporation shall be 2502 Rocky Point Drive, Suite 180, Tampa, FL 33607.

Section 2. The name of the registered agent of the Corporation located at said address shall be Gary S. Carevich, who has agreed to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process from the

Treasurer and Insurance Commissioner of the State of Florida.

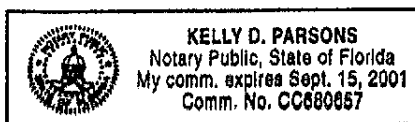
Section 3. The registered office and registered agent for the Corporation may be changed from time to time as provided by law without the necessity of amending these Articles of Incorporation.

The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors for the Corporation on June 22, 1999, and by the holders of each class of outstanding shares of stock issued by the Corporation on August 24, 1999.

  
Robert W. Hendrickson, III, Secretary  
(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of September, 1999, by Robert W. Hendrickson, III, who is personally known to me and who did take an oath.



  
NOTARY PUBLIC

Kelly D. Parsons  
Typewritten Name of Notary  
My Commission Expires:

### CERTIFICATION

Pursuant to Sections 607.1007(4)(b), and 607.1006(1), Florida Statutes (1999), it is hereby certified that:

1. The name of the corporation is Alliance Title of America, Inc., a Florida corporation (the "Corporation").

2. Simultaneously herewith, the Corporation has filed with the Florida Department of State Restated Articles of Incorporation. The Restated Articles include Amendments which require shareholder approval.

3. The text of each Amendment adopted by the shareholders of the Corporation is as follows (the "Amendments"):

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue shall be a total of 10,000 shares of common and preferred stock having a par value of \$5.00 per share. The Corporation shall not begin transacting business until it achieves a capital and surplus of at least \$2,500,000.00.

#### ARTICLE V - CLASSES OF SHARES; VOTING RIGHTS; REDEMPTION;

#### RESTRICTIONS ON TRANSFER; DIVIDENDS

Section 2. Number of Shares; Authority to Issue Shares. The Corporation is authorized to issue 8550 Class A Common Shares, 420 Class B Common Shares, and 1030 Class C Preferred Shares. The preferred shares may be issued in one or more series. Except as otherwise provided in these Articles, the Board of Directors is hereby authorized to fix the number of shares and determine the designation of each series of preferred shares, and may determine and alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued class of shares or wholly unissued series of any class of shares.

Section 4. Preferred Shares. The preferred shares authorized by these Articles of Incorporation shall be issued from time to time in series. The rights, preferences, privileges, and restrictions granted to or imposed on each series of preferred shares are as follows:

A. The first series of preferred shares shall be designated "Series One" and shall consist of four hundred (400) shares. The second series of preferred shares shall be designated "Series Two" and shall consist of six hundred thirty (630) shares.

B. On any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, holders of the preferred shares shall receive the sum of \$1,000.00 per share before any amount shall be paid to the holders of the common shares. After payment to the holders of common shares of the sum of \$1,000.00 per share, the remaining assets of the Corporation shall be distributed equally to all shares, preferred and common. Should the assets of the Corporation be insufficient to permit payment to the preferred shareholders of the full preferential amounts as herein provided, then such assets shall be distributed ratably among the outstanding preferred shares. A merger of the Corporation with or into any other corporation, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed a liquidation, dissolution, or winding up of the Corporation within the meaning of this Subsection.

C. All of the preferred shares shall be redeemable by the Corporation at a fixed redemption price per share calculated in accordance with the following formula: \$1,140.00 plus a premium of \$10.00 for each full month between the date the share was originally subscribed (including original shares which may be subsequently split) and the date the share is redeemed. Notwithstanding the foregoing, if the Book Value (as defined by the Shareholders' Agreement described in Section 6 below) of the preferred shares on the date of redemption is greater than the fixed redemption price, the redemption price shall be the Book Value for the redeemed shares on the date of redemption. Redemption shall be subject to the following additional terms and conditions:

(1) The Corporation will not be permitted to redeem any of the preferred shares until eighteen (18) months after the original issuance of such shares.

(2) All series of preferred shares will be redeemed on a pro rata basis to the nearest full share.

(3) The Corporation will redeem at least one hundred (100) of the preferred shares during each calendar year commencing in 1998 before paying dividends on any outstanding shares during each such calendar year.

(4) The Corporation will endeavor to redeem at least twenty-five percent (25%) of the total authorized preferred shares during each calendar year commencing in 1998, subject to limitations imposed by law and good business practices. Subject to the provisions of Paragraphs (1), (2) and (3) above, the Corporation shall have the right to redeem all or any portion of the preferred shares at such times and in such amounts as determined by the Board of Directors.

D. Notice of any proposed redemption shall be mailed by the Corporation to each holder of record of shares to be redeemed as of the record date established in accordance with the Bylaws. Such Notice shall be addressed to the holders at the address as appearing on the books of the Corporation. The Notice shall be mailed not earlier than sixty (60) days nor later than ten (10) days before the date fixed for redemption. The Notice shall set forth: (1) the series of shares or part of any series of shares to be redeemed; (2) the date fixed for redemption; (3) the redemption price; and (4) the place at which the shareholders may obtain payment of the redemption price on surrender of their certificates. All shares of any series of preferred shares purchased or redeemed voluntarily by the Corporation shall constitute authorized but unissued shares of the same class but undesignated as to series.

E. In the event of a merger or reorganization of the Corporation, or reclassification of the shares of the Corporation, or sale or conveyance of all or substantially all of the assets of the Corporation to another corporation, each preferred share shall be convertible into the number of shares or other securities or property equal to the amount of shares or property to which the preferred shareholders would have been entitled immediately prior to such corporate actions.

#### ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of those holding a majority of the Class B Common Stock issued and outstanding; provided, however, Article II, Article IV, Section 5 of Article V, and this Article VIII shall not be amended except by the affirmative vote of those holding a majority of the issued and outstanding shares of the Corporation, without regard to class, and further provided that Section 4 of Article V shall not be amended except by the affirmative vote of a majority of each series of the issued and outstanding preferred shares of the Corporation.

4. The Amendments do not provide for an exchange, reclassification, or cancellation of issued shares.

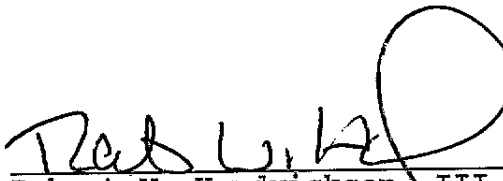
5. The Amendments were adopted by the Board of Directors for the Corporation on June 22, 1999, and by the holders by each Class of outstanding shares of stock issued by the Corporation on August 24, 1999.

6. The number of votes cast by the shareholders for the amendments to Articles IV and VIII were sufficient to approve those Amendments, and did not require approval by separate voting groups.

7. The amendments to Article V, Section 2, required approval by a majority of each voting group of shareholders. The number of votes cast by each voting group of shareholders was sufficient for approval of the amendments to Article V, Section 2.

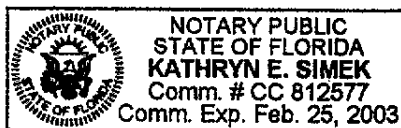
8. The amendments to Article V, Section 4, required the approval of a majority of the Class C voting group. The number of votes cast by the Class C voting group of shareholders was sufficient to approve the amendments to Article V, Section 4.


Dated this 27<sup>TH</sup> day of August, 1999.

  
Robert W. Hendrickson, III, Secretary  
(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of August, 1999, by Robert W. Hendrickson, III, who is personally known to me and who did take an oath.



  
NOTARY PUBLIC  
Kathryn E. Simek  
Typewritten Name of Notary  
My Commission Expires: