

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

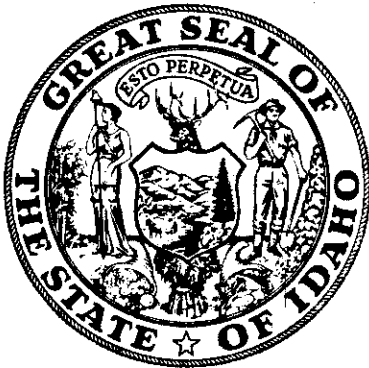
SAFECO TITLE INSURANCE COMPANY OF IDAHO

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of CHICAGO  
TITLE INSURANCE COMPANY OF IDAHO

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated February 26, 19 88



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

**S T A T E O F I D A H O**

OFFICE OF THE ATTORNEY GENERAL

**BOISE 83720**

TELEPHONE: (208) 334-2250

JIM JONES  
ATTORNEY GENERAL

FEB 26 12 10 PM '88  
JOHN J. HOLT  
DEPUTY ATTORNEY GENERAL  
SECRETARY OF STATE

February 25, 1988

Anthony J. Fagiano, Director  
Department of Insurance  
Statehouse Mail

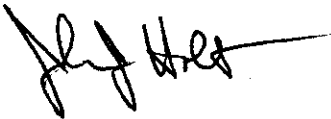
Re: AMENDED ARTICLES OF INCORPORATION - NAME CHANGE  
SAFECO Title Insurance Company of Idaho to  
Chicago Title Insurance Company of Idaho  
Effective March 1, 1988

Dear Director:

We have reviewed the above-referenced documents and are of the opinion that the same is in accordance with Title 41, Idaho Code, and not inconsistent with the Constitution of this state.

Very truly yours,

**FOR THE ATTORNEY GENERAL**



JOHN J. HOLT  
Deputy Attorney General

Enclosure

CERTIFICATION

RECEIVED  
FEB 11 9 29 AM '88  
STATE OF IDAHO  
DEPT. OF INS.

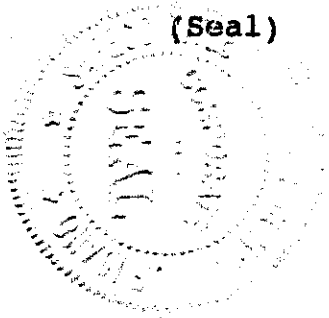
State of Illinois )  
County of Cook ) SS

I, THOMAS J. ADAMS, do certify that I am Secretary of SAFECO Title Insurance Company of Idaho, an Idaho corporation, and as such am the custodian of the records of said corporation. I do further certify that the attached is a true and correct copy of the Amended and Restated Articles of Incorporation of SAFECO Title Insurance Company of Idaho, authorized by the Board of Directors of said corporation pursuant to the Unanimous Consent of the Shareholders and Directors to Action Without Meeting of said corporation adopted as of February 1, 1988 in conjunction with the name change of the corporation to Chicago Title Insurance Company of Idaho, to be effective March 1, 1988.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Corporate Seal of said corporation this 10<sup>th</sup> day of February, 1988.

  
Thomas J. Adams, Secretary

(Seal)



FEB 26 12 10 PM '88  
SECRETARY OF STATE

AMENDED AND RESTATED

FEB 26 12 10 PM '88

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

SAFECO TITLE INSURANCE COMPANY OF IDAHO

We, the undersigned, Jerry J. Hanson, and Thomas J. Adams, being the President and Secretary, respectively, of SAFECO Title Insurance Company of Idaho, an Idaho corporation, hereby certify that Articles Second, Fourth, Seventh and Eighth of these Restated Articles of Incorporation are the same as those of the Articles of Incorporation dated October 3, 1975 and filed with the Office of the Secretary of State as of October 15, 1975; that Article Ninth of the Articles of Incorporation dated October 3, 1975 and filed with the office of the Secretary of State as of October 15, 1975 has been deleted; and that Articles First, Third, Fifth and Sixth of these Restated Articles of Incorporation are amended as written. These Amended and Restated Articles are intended to supersede those dated October 3, 1975 and are to become effective March 1, 1988.

FIRST

The name of the corporation is CHICAGO TITLE INSURANCE COMPANY OF IDAHO.

SECOND

The purposes and objects for which the Corporation is formed are:

(a) To guarantee the title, and make insurance of every kind pertaining to or connected with titles to real estate, and to make, execute and perfect the same and so many contracts, agreements, policies and other instruments as may be required therefor; to insure and guarantee owners or encumbrancers against loss by reason of any incorrect statement in a guaranteed certificate of title insurance or title, or by reason of any unexpected lien or encumbrance upon or defect in the title thereto; to furnish abstracts of title, examine, certify, guarantee and insure titles to real estate; to underwrite or reinsure in any other company or companies, in whole or in part, contracts of guaranty, title insurance or any risk assumed by the company, and to make, execute, issue and deliver certificates of title, policies of title insurance, guaranteed certificates of title, and contracts of insurance relating to titles or to interests in property, and to enter into contracts of reinsurance reinsuring all or part of any risks accepted by the Corporation.

(b) To acquire, own, sell and otherwise dispose of and deal in bonds, stocks, notes, mortgages, securities and commercial paper of all kinds, of individuals, firms and corporations, including bonds, warrants and other obligations of states, counties, cities and other municipal and public corporations and the United States.

(c) To purchase, lease and otherwise acquire, hold, maintain, improve, lease, mortgage, or otherwise dispose of any concessions, grants or other property, and to promote, assist and subsidize companies, syndicates and partnerships for the purpose of carrying on any business capable of being conducted, directly or indirectly calculated to enhance the value or render profitable any of the Corporation's property or rights.

(d) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the capital stock of any corporation, association or associations, and allow the owner of any of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To lend or borrow money and give any guaranty or evidence of indebtedness for the payment of money or for the performance of any obligation, undertaking or contract as the Directors may determine, and to secure the payment or performance of such contracts and obligations by mortgage, pledge or otherwise of any and all of the property or assets of the Corporation.

(f) To purchase, take on, lease or in exchange or otherwise, acquire any lands or buildings in the State of Idaho or elsewhere, and any estate or interest in, or any rights connected with such land or buildings, and to develop or turn to account any land or property acquired by or in which the Corporation is interested, and to prepare building sites and to reconstruct, alter, improve, furnish and maintain offices, flats, houses, factories, warehouses, buildings, farms, works, and conveniences of all kinds, and to manage buildings and other property whether belonging to the Corporation or not, and to collect rents and income and supply tenants and other advantages, and to acquire and take over any business or undertaking carried on, upon or in connection with any land or building which the Corporation may desire to acquire or become interested in, and to carry on and promote the establishment and carrying on upon any property, any business which may be conveniently carried on and the establishment of which may be calculated to enhance the value of the Corporation's property or be for its best interests.

(g) To purchase or otherwise acquire, sell, exchange, deal in and turn to account, property and rights of all kinds, and in particular lands, buildings, mines, mining rights, concessions, patents, licenses, securities, and business concerns and undertakings.

(h) To act as trustees in deeds of trust or mortgages of real or personal property, or any evidence of value to secure same, and to take property in trust in its name and the same at the direction of the trustor.

(i) To take, hold, manage or control escrows of any kind or nature and to act as escrow or escrow holder in escrows of any and every kind.

(j) To transact or carry on all kinds of agency business, and in particular in relation to the investment of money, the buying and selling of property, and in collection and receipt of money, and the selling and obtaining of insurance and surety bonds of all kinds and character.

(k) To negotiate loans, to draw, accept, endorse, discount, buy, sell,

and deliver bills of exchange, promissory notes, bonds, debentures, and other choses in action and securities, to issue on commission, subscribe for, take, acquire, and hold, sell, exchange and deal in shares, stocks, bonds, and securities and to promote, subsidize and assist companies, syndicates and partnerships of all kinds, to give and guaranty for the payment of money or the performance of any obligation or undertaking, to undertake and execute any trusts, to acquire, improve, manage, work, develop, lease, mortgage, sell, dispose of, turn to account, and otherwise exercise all rights and deal with property of all kinds.

(l) To generally carry on as financiers and to undertake and carry out all such operations and transactions as an individual capitalist may lawfully undertake and carry out, provided the same does not violate any provision of the Insurance Code, and engage in the escrow business.

(m) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory, or government or agency thereof, and to enter into partnership with persons or corporations.

(n) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho and upon corporations formed under the general corporation laws of the said State, or under any act amendatory thereof or supplemental thereto or substituted therefor.

(o) The Board of Directors shall have the power and authority to sell, assign, convey or otherwise dispose of any or all of the property and assets of the Corporation on such terms and conditions as they shall prescribe, whether for cash or property or stock in other companies.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (o) inclusive, of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any of said paragraphs or clauses, or of any other paragraph of these Articles if Incorporation.

### THIRD

The principal business of said Corporation shall be transacted and its principal office shall be 960 Broadway, Suite 440, Boise, Idaho 83706, which shall be its registered office.

### FOURTH

The term for which said Corporation is to exist is perpetual.

### FIFTH

The number of directors who shall manage the business affairs of said Corporation shall not be less than five nor more than fifteen and shall be fixed by resolution of the Board of Directors.

**SIXTH**

The capital of the stock in the Corporation shall be \$1,000,000 divided into 10,000 shares of a par value of \$100.00 each. No present or future stockholder of any class of stock in this Corporation shall have any preemptive or preferential rights to subscribe to any or all of the present or additional issues of stock of the Corporation subject, nevertheless, to the provisions of the laws of Idaho as to amendments affecting the priority or increase or decrease of any capital stock.

**SEVENTH**

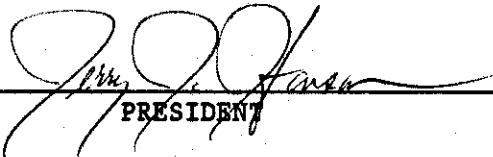
The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

**EIGHTH**

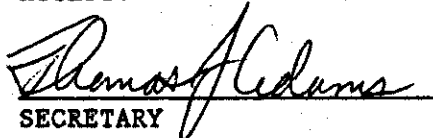
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide. The Board of Directors is expressly authorized to repeal and amend the by-laws of the Corporation and to adopt new by-laws, by a majority vote of all Directors, at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have executed the foregoing Restated Articles of Incorporation of SAFECO Title Insurance Company of Idaho this 25<sup>th</sup> day of February, 1988.

**SAFECO TITLE INSURANCE COMPANY OF IDAHO**

  
PRESIDENT

ATTEST:

  
SECRETARY

VERIFICATION

STATE OF IDAHO )  
                  ) SS.  
County of Ada  )

On this 26 day of February, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared Jerry C. Hanson known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first in this certificate written.

  
Maudyn Martin  
Notary Public

STATE OF ILLINOIS)  
                  ) SS.  
COUNTY OF COOK  )

On this 25<sup>th</sup> day of February, 1988, before me, the undersigned a Notary Public in and for said State, personally appeared THOMAS J. ADAMS, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate written.

  
Keith A. Arnold  
Notary Public  
Commission Expires 12/1/88



Jerry J. Hanson  
President

STATE OF IDAHO }  
COUNTY OF Ada } SS

I, Debbie R. Farnsworth, a notary public, do hereby certify that on this 29th day of February, 1988, personally appeared before me Jerry J. Hanson, who, being by me first duly sworn, declared that he is the President of Safeco Title Insurance Company of Idaho, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



(Notarial Seal)

Debbie R. Farnsworth  
Notary Public for Idaho  
Residing at: Boise  
My Commission Expires: 11-28-91

**State of Idaho  
DEPARTMENT OF INSURANCE**

CECIL D ANDRUS  
Governor

500 South 10th Street  
Boise, Idaho 83720  
Phone (208)334-2250

ANTHONY J FAGIANO

FEB 26 12 10 PM '88

SECRETARY OF STATE

February 25, 1988

Everett T. Wohlers  
Director, Corporations Division  
Office of the Secretary of State  
Statehouse, Room 203  
Boise, Idaho 83720

Re: Name Change of SAFECO Title Insurance Company of Idaho  
to Chicago Title Insurance Company of Idaho

Dear Mr. Wohlers:


The Department of Insurance is aware of a potential conflict of names between an existing corporation (Chicago Title Company of Idaho, Inc.) filed with the Secretary of State and the new name proposed for SAFECO Title Insurance Company of Idaho.

Despite this potential conflict, the Department has approved the name change of SAFECO Title Insurance Company of Idaho to Chicago Title Insurance Company of Idaho and determined that this similarity of names poses no actual conflict at this time.

Your cooperation in the approval of the Amended Articles of Incorporation of SAFECO Title Insurance Company of Idaho is appreciated. Should you have any questions concerning this matter, please do not hesitate to call.

Very truly yours,

STATE OF IDAHO  
DEPARTMENT OF INSURANCE

  
ANTHONY J FAGIANO  
Director

Equal Opportunity Employer