

**ARTICLES OF INCORPORATION
OF
FIRST AMERICAN TITLE COMPANY SUBSIDIARY, INC.**

FILED EFFECTIVE
2003 MAY 28 AM 8:42
CLERK OF STATE
IDAHO

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purposes of forming a corporation (hereinafter referred to as the "*Corporation*") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act (the "*IBCA*"), and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation shall be FIRST AMERICAN TITLE COMPANY SUBSIDIARY, INC.

ARTICLE II

The Corporation shall have perpetual existence and the nature of the business or purposes to be conducted or promoted by the Corporation is to acquire, own and operate title insurance businesses and provide escrow and related business services and to transact any and all other lawful business for which corporations may be organized under the IBCA.

ARTICLE III

The address of the initial registered office of the Corporation in the State of Idaho is 195 South Broadway, Blackfoot, Idaho 83221. The name of its registered agent at such address is Dwain H. Stufflebeam.

ARTICLE IV

The Corporation shall have the authority to issue 1000 shares of no par common stock.

ARTICLE V

Section 5.1 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 its Board of Directors, subject to any limitation in a shareholder agreement authorized under Section 30-1-732 of the IBCA.

Section 5.2 The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as the initial director until the first annual meeting of shareholders or until his successors are elected and qualified is:

Name

Address

Dwain H. Stufflebeam

195 South Broadway

IDAHO SECRETARY OF STATE
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Blackfoot, Idaho 83221

Section 5.3 Except with respect to the initial Board of Directors, the number of directors constituting the Board of Directors shall be determined in the manner specified in the By Laws. In the absence of such a provision in the By Laws, the Board shall consist of the number of directors constituting the initial Board of Directors.

ARTICLE VI

No shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights, or options to purchase any such shares.

ARTICLE VII

The shareholders of the Corporation shall not be entitled to cumulative voting at any such election of Directors.

ARTICLE VIII

The Board of Directors and also the shareholders are authorized to make, adopt, amend, alter or repeal the By Laws of the Corporation in the manner specified in the By Laws.

ARTICLE IX

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of the Corporation are granted subject to this reservation.

ARTICLE X

The name and address of the Incorporator is:

Name

Address

First American Title
Holding Company, an
Idaho Corporation

195 South Broadway
Blackfoot, Idaho 83221

ARTICLE XI

To the full extent permitted by the IBCA or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its

shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this *Article XI* shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

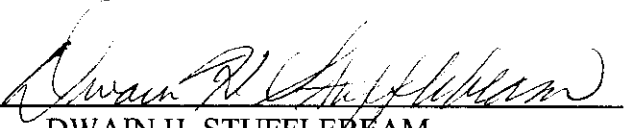
ARTICLE XII

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the IBCA or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this *Article XII*. No amendment to or repeal of this *Article XII* shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

* * *

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 21st day of ~~December~~ ^{November}, 2003.

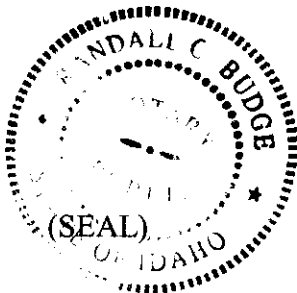
FIRST AMERICAN TITLE HOLDING
COMPANY

By 
DWAIN H. STUFFLEBEAM
Chief Executive Officer

STATE OF IDAHO)
 : ss
County of Bingham)

On this 21st day of ~~December~~ November, 2003, before me, the undersigned Notary Public, in and for said State and County, personally appeared DWAIN H. STUFFLEBEAM, known or identified to me to be the Chief Executive Officer of First American Title Holding Company, whose name is subscribed to the within instrument and acknowledged to me that he is authorized and instructed to execute the same on behalf of said Corporation, and further acknowledged to me that said Corporation executed the same.

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



Randall C. Budge
NOTARY PUBLIC FOR IDAHO
Residing at: Boakello, Id.

My Commission Expires: 10/11/2006