

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of CHICAGO TITLE INSURANCE COMPANY OF IDAHO into CHICAGO TITLE INSURANCE COMPANY, 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: September 30, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davies*

ARTICLES OF MERGER

FOR

**CHICAGO TITLE INSURANCE COMPANY,
TICOR TITLE INSURANCE COMPANY OF CALIFORNIA,
CHICAGO TITLE INSURANCE COMPANY OF MARYLAND, and
CHICAGO TITLE INSURANCE COMPANY OF IDAHO**

SEP 20 4 12 PM '92
SECRETARY OF STATE

Honorable Roy D. Blunt
Secretary of State
State of Missouri
P.O. Box 778
Jefferson City, Missouri 65102

Pete T. Cenarrusa
Secretary of State
Room 203, Statehouse
Boise, Idaho 83720

March Fong Eu
Secretary of State
State of California
1230 J. Street
Sacramento, California 95814

State Department of
Assessments and Taxation
State of Maryland
301 West Preston Street
Baltimore, Maryland 21201

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the California Corporations Code, the Corporations and Associations Article of the Annotated Code of Maryland and the Idaho Business Corporation Act, the undersigned corporations certify the following:

- (1) Chicago Title Insurance Company, a Missouri corporation ("CTI");
- (2) Ticor Title Insurance Company of California, a California corporation ("TI");
- (3) Chicago Title Insurance Company of Maryland, a Maryland corporation ("CTI Maryland"); and
- (4) Chicago Title Insurance Company of Idaho, an Idaho corporation ("CTI Idaho");

are each and all merged, and CTI is the surviving corporation.

- (5) The following information is specifically provided pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland:

- (a) CTI was incorporated on August 30, 1961 under The General and Business Corporation Law of Missouri. It was admitted to do business as an insurance company in the State of Maryland on August 21, 1964, and maintains an office at 110 St. Paul Street, Baltimore, Maryland 21202. It owns no interest in land in the State of Maryland. The name and address of its registered agent in Maryland are John A. Donaho, 110 St. Paul Street, Baltimore, Maryland 21202. CTI is authorized to issue 25,050 shares of stock, of which 25,000

shares are common stock, \$100.00 par value, and 50 shares are preferred stock, \$1,000.00 par value. Twenty thousand shares of common stock are issued and outstanding.

- (b) TI was incorporated on October 12, 1912 under the California Corporations Code. It was admitted to do business as an insurance company in the State of Maryland on February 2, 1989, and it maintains no office in the State of Maryland. It owns no interest in land in the State of Maryland. TI is authorized to issue 300,000 shares of common stock, \$185.00 par value, all of which shares are issued and outstanding.
 - (c) CTI Maryland was incorporated on March 24, 1969 under the Corporations and Associations Article of the Annotated Code of Maryland. It maintains an office in Baltimore City, State of Maryland, and owns no interest in land in Maryland. CTI Maryland is authorized to issue 200,000 shares of common stock, \$10.00 par value, of which 112,000 shares are issued and outstanding.
 - (d) CTI Idaho was incorporated on October 15, 1975 under the Idaho Business Corporation Act. It neither is admitted to do business as an insurance company in Maryland, maintains a principal office nor owns any interest in land in Maryland. CTI Idaho is authorized to issue 10,000 shares of common stock, \$100.00 par value, of which 7,000 shares are issued and outstanding.
- (6) The following information, agreements and appointments are specifically provided pursuant to Section 30-1-77 of the Idaho Business Corporation Act:
- (a) CTI is qualified to do business in the State of Idaho as a title insurance company. Its registered agent and office are Stephen Todd, 1025 Grand Avenue, Kansas City, Missouri 64142.
 - (b) CTI, as the surviving corporation, agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of CTI Idaho and in any proceeding for the enforcement of the rights of a dissenting shareholder of CTI Idaho against CTI.
 - (c) CTI appoints the Director of the Department of Insurance of the State of Idaho and the Secretary of State of Idaho as its agents to accept service of process in any proceeding for the enforcement of any obligation of CTI Idaho and in any proceeding for the enforcement of the rights of a dissenting shareholder of CTI Idaho against CTI.
 - (d) CTI agrees that it will promptly pay to any dissenting shareholders of CTI Idaho, the amount, if any, to which they shall be entitled under applicable provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

- (7) The Board of Directors of CTI met on July 28, 1992 and by resolutions adopted by the unanimous vote of the members of the Board approved the Plan of Merger as set forth in these Articles of Merger.
- (8) The Board of Directors of TI met on June 26, 1992 and by resolution adopted by the unanimous vote of the members of the Board approved the Plan of Merger as set forth in these Articles of Merger.
- (9) The Board of Directors of CTI Maryland met on July 21, 1992 and by resolution adopted by the unanimous vote of the members of the Board approved the Plan of Merger as set forth in these Articles of Merger.
- (10) The Board of Directors of CTI Idaho acted by unanimous written consent under date of July 17, 1992 and by resolution approved the Plan of Merger as set forth in these Articles of Merger.
- (11) The Plan of Merger was thereafter submitted to Chicago Title and Trust Company, an Illinois corporation ("CT&T"), as the sole shareholder of CTI, and approved by written consent under date of July 28, 1992. Of the 20,000 shares entitled to vote, all 20,000 shares were voted in favor of and no shares were voted against the Plan of Merger.
- (12) The Plan of Merger was submitted to CT&T, as the sole shareholder of TI, and approved by written consent under date of July 28, 1992. Of the 300,000 shares entitled to vote, all 300,000 shares were voted in favor of and no shares were voted against the Plan of Merger.
- (13) The Plan of Merger was submitted to CT&T, as the sole shareholder of CTI Maryland, and approved by written consent under date of July 28, 1992. Of the 112,000 shares entitled to vote, all 112,000 shares were voted in favor of and no shares were voted against the Plan of Merger.
- (14) The Plan of Merger was submitted to CT&T, as the sole shareholder of CTI Idaho, and approved by written consent under date of July 28, 1992. Of the 7,000 shares entitled to vote, all 7,000 shares were voted in favor of and no shares were voted against the Plan of Merger.
- (15) PLAN OF MERGER. The terms and conditions of the Plan of Merger for the merger of TI, CTI Maryland and CTI Idaho with and into CTI, as the surviving corporation, provide that the following events shall occur when the merger is effected:

- (a) CTI is the surviving corporation, and the separate corporate existences of TI, CTI Maryland and CTI Idaho shall thereupon cease.
 - (b) All the rights, privileges, immunities and franchises, of a public as well as of a private nature of CTI, TI, CTI Maryland and CTI Idaho, and all property, real, personal and mixed and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest and asset, including any legacies the corporations would have been capable of taking, of or belonging to or due to CTI, TI, CTI Maryland and CTI Idaho, shall be taken and deemed to be transferred to, vested in and devolve on CTI, as the surviving corporation, without further act or deed; and the title to any real estate, or any interest therein, under the laws of the State of Missouri and any other state, vested in CTI, TI, CTI Maryland and CTI Idaho, shall not revert or be in any way impaired by reason of such merger.
 - (c) The officers and directors of CTI immediately prior to the merger being effected shall be the officers and directors of CTI as the surviving corporation, and shall continue in office until their successors are duly elected and qualified or their earlier death, resignation or removal from office under the provisions of the Bylaws of the surviving corporation.
 - (d) The outstanding shares of common stock of CTI shall remain unchanged as outstanding shares of CTI as the surviving corporation. All outstanding shares of TI, CTI Maryland and CTI Idaho shall be cancelled and of no further force or effect, and all rights attached to such shares shall terminate.
 - (e) The Articles of Incorporation and Bylaws of CTI in effect immediately prior to the merger being effected shall be the Articles of Incorporation and Bylaws of CTI as the surviving corporation. There shall be no amendments or changes to the Articles of Incorporation or the Bylaws of CTI as a result of the merger.
- (16) The merger shall be effected upon the later to occur of the following events:
- (i) September 30, 1992;
 - (ii) The date of filing these Articles of Merger with the Missouri Secretary of State, together with a certificate from the Director of Insurance of the State of Missouri, approving the merger and the issuance of a Certificate of Merger by the Secretary of State of Missouri; or
 - (iii) otherwise on such dates as the merger shall be effected as to each and every corporation in accordance with the governing state laws.

IN WITNESS WHEREOF, these Articles of Merger have been executed in multiple copies by the aforementioned corporations as of the day and year hereafter acknowledged.

CHICAGO TITLE INSURANCE COMPANY

(Seal)

ATTEST:

Thomas J. Adams III
THOMAS J. ADAMS, III, Secretary

By: Richard L. Pollay
RICHARD L. POLLAY, President

TICOR TITLE INSURANCE COMPANY OF CALIFORNIA

(Seal)

ATTEST:

Kenneth C. Ferraro
Kenneth C. Ferraro, Asst. Secretary

By: Richard L. Pollay
RICHARD L. POLLAY, President

CHICAGO TITLE INSURANCE COMPANY OF MARYLAND

(Seal)

ATTEST:

Timothy J. Whitsitt
TIMOTHY J. WHITSITT, Secretary

By: John M. Obzud
JOHN M. OBZUD, President

CHICAGO TITLE INSURANCE COMPANY OF IDAHO

(Seal)

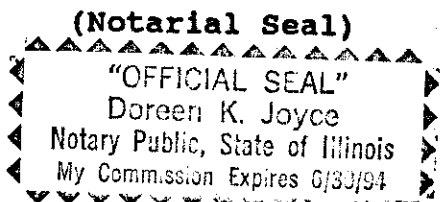
ATTEST:

Thomas J. Adams III
THOMAS J. ADAMS, III, Secretary

By: William L. McKenna
WILLIAM L. MCKENNA, President

STATE OF Illinois)
COUNTY OF Cook) ss

I, Doreen K. Joyce, a Notary Public, do hereby certify that on the 25th day of September, 1992, personally appeared before me Richard L. Pollay, who being first duly sworn by me, declared that he is the President of Chicago Title Insurance Company, he signed the foregoing document as President of the corporation, and the statements contained therein are true.

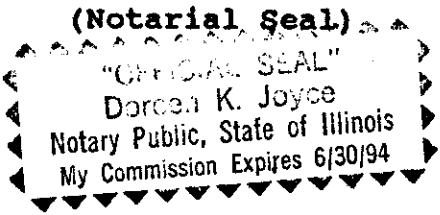


Doreen K. Joyce
Notary Public

My Commission Expires: 6/30/94

STATE OF Illinois)
COUNTY OF Cook) SS

I, Doreen K. Joyce, a Notary Public, do hereby certify that on the 25th day of September, 1992, personally appeared before me Richard L. Pollay, who being first duly sworn by me, declared that he is the President of Ticor Title Insurance Company of California, he signed the foregoing document as President of the corporation, and the statements contained therein are true.

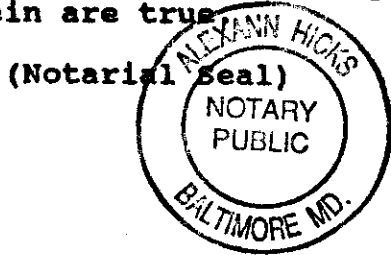


Doreen K. Joyce
Notary Public

My Commission Expires: 6/30/94

STATE OF Maryland)
City of Baltimore) SS
COUNTY OF Baltimore)

I, Alexann Hicks, a Notary Public, do hereby certify that on the 24th day of September, 1992, personally appeared before me John M. Obzud, who being first duly sworn by me, declared that he is the President of Chicago Title Insurance Company of Maryland, he signed the foregoing document as President of the corporation, and the statements contained therein are true.

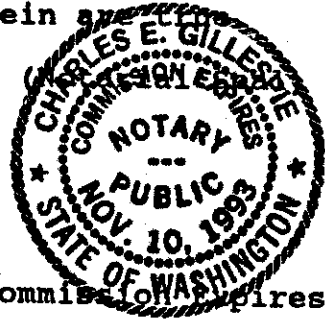


Alexann Hicks
Notary Public

My Commission Expires: 3/1/93

STATE OF Washington)
COUNTY OF King) SS

I, Charles E. Gillespie, a Notary Public, do hereby certify that on the 28th day of September, 1992, personally appeared before me William L. McKenna, who being first duly sworn by me, declared that he is the President of Chicago Title Insurance Company of Idaho, he signed the foregoing document as President of the corporation, and the statements contained therein are true.



Charles E. Gillespie
Notary Public

My Commission Expires: 11/10/93



STATE OF IDAHO
DEPARTMENT OF INSURANCE

500 South 10th Street • Boise, Idaho 83720
FAX (208) 334-4398 • Phone (208) 334-4250

CECIL D. ANDRUS
Governor

HARRY C. WALRATH
Director

SECRETARY OF STATE
SEP 20 4 10 PM '92

CERTIFICATION OF INSURANCE DEPARTMENT DOCUMENTS

HARRY C. WALRATH, duly appointed Director of the Idaho Department of Insurance, State of Idaho, hereby certifies that he is the custodian of the records of the Department of Insurance and that the attached document is a true and correct copy of a document taken from the permanent records file with reference to the acquisition of control (via merger) of Chicago Title Insurance Company of Idaho by Chicago Title Insurance Company, Docket No. 1263-A, in the Department of Insurance. The attached documents are:

Order Approving Acquisition dated September 25, 1992

Said document is an official document and record of the Department of Insurance on file with the Department of Insurance. This document is authorized by law to be recorded or filed in the Department of Insurance, and set forth regularly conducted and regularly recorded activities of the Department of Insurance or set forth matters observed pursuant to a duty imposed by law and as to which there is a duty to report.

ATTEST my hand and the Seal of the Department of Insurance at Boise, Idaho, this 30th day of September, 1992.



DEPARTMENT OF INSURANCE
STATE OF IDAHO

Harry C. Walrath

HARRY C. WALRATH
Director

John J. Holt
Deputy Attorney General
State of Idaho

Department of Insurance
500 South 10th Street
Boise, ID 83720
Telephone: (208) 334-4210

By Sharon K. Loun FILED
SEP 25 1992
Department of Insurance
State of Idaho

BEFORE THE DIRECTOR OF THE DEPARTMENT OF INSURANCE,
STATE OF IDAHO

In the Matter of:)
)
)
The Acquisition of Control of)
CHICAGO TITLE INSURANCE)
COMPANY OF IDAHO by)
CHICAGO TITLE INSURANCE)
COMPANY)
_____)

ORDER APPROVING
ACQUISITION

Docket No. 1263-A

On August 13, 1992, CHICAGO TITLE INSURANCE COMPANY ("CTI") filed its "Form A" ("Statement Regarding the Acquisition of Control of a Domestic Insurer") with the Department of Insurance, State of Idaho (the "Department") in regard to CTI acquiring control of CHICAGO TITLE INSURANCE COMPANY OF IDAHO ("CTI-ID"), an Idaho domestic insurer, pursuant to the plan and agreement to merge CTI-ID into CTI.

Upon completion of the acquisition, the ultimate controlling parent of CTI-ID will remain the Alleghany Corporation, a Delaware Corporation, which owns and controls

Chicago Title and Trust Company, which in turn owns and controls CTI and CTI-ID.

Having considered the "Form A" filing made by CTI, and having reviewed the documents, correspondence, and materials submitted therewith, the Director hereby makes the following findings:

1. The "Form A" filing of CTI, together with its attached exhibits, amendments, and further documentation requested by the Department, contains the information and supporting documentation required by Idaho Code § 41-3802 and Regulation No. 23 of the Rules and Regulations of the Department of Insurance, and is deemed complete within the meaning of Idaho Code § 41-3805(1).
2. As per the terms of Idaho Code § 41-3805, a hearing is not required in regard to approval by the Director of the above entitled matter.
3. Upon the merger of CTI-ID into CTI, CTI will continue to be able to satisfy the requirements for issuance of a Certificate of Authority to conduct the business of insurance in Idaho.
4. The merger of CTI-ID into CTI will not substantially lessen competition in the insurance industry in Idaho, will not create a monopoly for any entity, and will not result in the violation of the laws of Idaho or the United States relating to the monopolies of restraint of trade.

5. The financial condition of CTI is such that the merger will not jeopardize the stability of CTI or unfairly prejudice the interest, security or service of policyholders or shareholders.
6. The acquisition of control by CTI through the plan and agreement of the merger as set forth in CTI's "Form A" filing, and the representations in regard thereto, are not unfair or prejudicial to CTI-ID's policyholders, and have been approved by the Board of Directors of CTI-ID, CTI and Chicago Title and Trust Company which is the sole shareholder of CTI-ID and CTI.
7. The plan and agreement of merger of CTI-ID into CTI was previously reviewed and approved by the Director in accordance with the provisions of Idaho Code § 41-2856 by Order dated September 16, 1992, and found in Docket File No. 1263.
8. The Director finds nothing at this time to indicate that the competence, experience, or integrity of those persons who would acquire control of CTI-ID, directly or indirectly, through the proposed plan and agreement of merger that it would not be in the best interest of policyholders, shareholders, and the public to allow the acquisition.

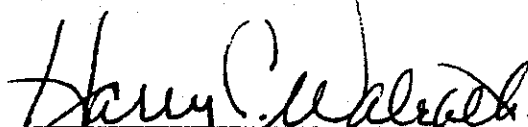
ORDER

NOW, THEREFORE, based on the foregoing, and it appearing there is good cause;

IT IS HEREBY ORDERED that the application of CHICAGO TITLE INSURANCE COMPANY to acquire control of CHICAGO TITLE INSURANCE COMPANY OF IDAHO via the plan and agreement of merger is HEREBY APPROVED.

DATED this 25TH day of September, 1992.

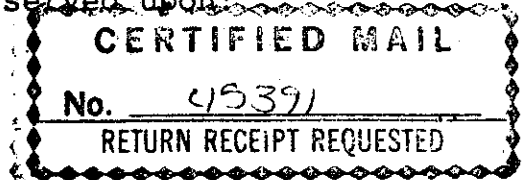
DEPARTMENT OF INSURANCE
STATE OF IDAHO


Harry C. Walrath
Director


CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I have on this 25th day of September, 1992, caused a true and correct copy of the foregoing ORDER APPROVING ACQUISITION to be served upon:

William L. Greene
Vice President and
Regulatory Counsel
2 North LaSalle St., 8th Floor
Chicago, IL 60602-3768



by United States Mail, postage prepaid, return receipt requested.



JOHN J. HOLT
Deputy Attorney General