

**ARTICLES OF MERGER OF  
LAWYERS TITLE INSURANCE CORPORATION  
AND  
FIDELITY NATIONAL TITLE INSURANCE COMPANY**

Pursuant to the provisions of the Nebraska Business Corporation Act, Neb. Rev. Stat. Sec. 21-2001 et seq., the undersigned do hereby adopt the following Articles of Merger:

1. The name of the merging corporation is Lawyers Title Insurance Corporation, a Nebraska corporation. The name of the surviving corporation is Fidelity National Title Insurance Company, a California corporation. Lawyers Title Insurance Corporation is a wholly owned subsidiary of Fidelity National Title Insurance Company.
2. The Plan and Agreement of Merger is attached hereto as Exhibit A and incorporated herein by reference.
3. The Board of Directors and sole shareholder of Lawyers Title Insurance Corporation approved and adopted the Plan and Agreement of Merger effective April 6, 2010, by unanimous written consent. The number of outstanding shares of Lawyers Title Insurance Corporation is 1,062,337 and all shares voted for adoption of the Plan and Agreement of Merger, pursuant to such unanimous written consent of the sole shareholder and Board of Directors effective April 6, 2010.
4. The Board of Directors and sole shareholder of Fidelity National Title Insurance Company approved and adopted the Plan and Agreement of Merger as of April 6, 2010, by unanimous written consent. The number of outstanding shares of Fidelity National Title Insurance Company is 447,835, and all shares voted for adoption of the Plan and Agreement of Merger, pursuant to such unanimous written consent of the sole shareholder and Board of Directors effective April 6, 2010.
5. Pursuant to the Plan and Agreement of Merger, the merger of Lawyers Title Insurance Corporation and Fidelity National Title Insurance Company certified in these Articles shall be effective as of **June 30, 2010.**

**STATE OF NEBRASKA  
DEPARTMENT OF INSURANCE**

**JUN 11 2010**

**APPROVED**

In witness whereof, the undersigned, being officers of the merging corporations, execute these Articles on this April 6, 2010.

FIDELITY NATIONAL TITLE INSURANCE COMPANY

By:   
Name: Raymond R. Quirk  
Title: Chairman, President and Chief Executive Officer

LAWYERS TITLE INSURANCE CORPORATION

By:   
Name: Anthony J. Park  
Title: Executive Vice President and Chief Financial Officer

Exhibit A

**PLAN AND AGREEMENT OF MERGER**

of

**Lawyers Title Insurance Corporation  
a Nebraska corporation**

with and into

**Fidelity National Title Insurance Company  
a California corporation**

**ARTICLE I**

**Names of Constituent Companies**

- A. The name of the company to be merged is Lawyers Title Insurance Corporation, a Nebraska stock insurance company.
- B. The name of the company into which Lawyers Title Insurance Corporation will merge is Fidelity National Title Insurance Company, a California stock insurance company incorporated on December 31, 1996 (hereinafter sometimes referred to as the "Surviving Company"), which will be the surviving company of the merger. Fidelity National Title Insurance Company is the sole shareholder of Lawyers Title Insurance Corporation.

Lawyers Title Insurance Corporation and Fidelity National Title Insurance Company are sometimes together referred to as the "Constituent Companies".

Lawyers Title Insurance Corporation shall be merged into Fidelity National Title Insurance Company.

**ARTICLE II**

**Shares of Constituent Companies**

- A. Lawyers Title Insurance Corporation has authorized capital stock

of 2,000,000 shares of common stock having a par value of \$5.00 per share, of which 1,062,337 shares are issued and outstanding and are registered in the name of Fidelity National Title Insurance Company, a California corporation.

- B. Fidelity National Title Insurance Company has authorized capital stock of 15,000 preferred shares having a par value of \$30.00 per share, none of which are issued and outstanding; and 5,000,000 shares of common stock having a par value of \$80.00 per share, of which 447,835 are issued and outstanding and are registered in the name of Chicago Title and Trust Company, an Illinois corporation.
- C. Upon merger, the outstanding shares of Lawyers Title Insurance Corporation shall be canceled without consideration. The outstanding shares of Fidelity National Title Insurance Company shall remain outstanding and are not affected by the merger.

ARTICLE III  
Effective Date of the Merger

The merger shall be effective when all of the following events have taken place (the "Effective Date"):

1. This Plan and Agreement of Merger (hereinafter sometimes referred to as "Plan") shall have been adopted by both the boards of directors of Lawyers Title Insurance Corporation and Fidelity National Title Insurance Company respectively.
2. This Plan and Agreement of Merger shall have been approved by Fidelity National Title Insurance Company, as sole shareholder of Lawyers Title Insurance Corporation, and by Chicago Title and Trust Company, as sole shareholder of Fidelity National Title Insurance Company.
3. This Plan and Agreement of Merger shall have been submitted to and approved by the Department of Insurance of the State of California.
4. The Plan and Agreement of Merger shall have been submitted to and approved by the Department of Insurance of the State of Nebraska.
5. This Plan and Agreement of Merger shall have been filed with the California Secretary of State.
6. This Plan and Agreement of Merger shall have been filed with the Nebraska Secretary of State.

ARTICLE IV  
Effect of the Merger

A. Corporate Existence. Upon the effectiveness of the merger:

1. The separate existence of Lawyers Title Insurance Corporation shall cease.
2. Lawyers Title Insurance Corporation shall be merged in accordance with the provisions of this Plan into Fidelity National Title Insurance Company, which shall survive such merger and shall continue in existence. Fidelity National Title Insurance Company shall, without other transfer, succeed to and possess all the rights, privileges, powers, franchises and interests of Lawyers Title Insurance Corporation, in and to every species of property, real, personal, and mixed, and things in action thereunto belonging, which shall be deemed as transferred to and vested in Fidelity National Title Insurance Company without any other deed or transfer.
3. Simultaneously therewith, Fidelity National Title Insurance Company shall be deemed to have assumed all of the liabilities of Lawyers Title Insurance Corporation, which shall be preserved unimpaired by the merger.
4. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger, and no action or proceeding, civil or criminal, then pending by or against Lawyers Title Insurance Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or Fidelity National Title Insurance Company may be substituted in such action in place of Lawyers Title Insurance Corporation.
5. When the merger becomes effective, Fidelity National Title Insurance Company shall be deemed to have assumed all of the debts, obligations, including obligations undertaken pursuant to policies of insurance, and liabilities of Lawyers Title Insurance Corporation, and shall be held liable to pay and discharge all such debts, obligations and liabilities in the same manner as if they had been incurred or contracted by it.
6. The effect of the merger is as prescribed by law.

B. Bylaws. The present Bylaws of Fidelity National Title Insurance Company shall be and remain the bylaws of the Surviving Company.

C. Officers and Directors. The members of the Board of Directors and the officers of Fidelity National Title Insurance Company shall be and remain the members of the Board of Directors and officers of the Surviving Company, and shall continue to hold

their respective directorships and offices until their successors have been chosen in accordance with its bylaws.

**ARTICLE V**  
**Articles of Incorporation of Surviving Company**

At the effective date, the current Articles of Incorporation, as amended, of Fidelity National Title Insurance Company shall become the Articles of Incorporation of the Surviving Company.

**ARTICLE VI**  
**Miscellaneous Provisions**

- A. Fidelity National Title Insurance Company, as a California insurer and the Surviving Company of the merger, shall be governed by the laws of the State of California.
- B. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted on behalf of Fidelity National Title Insurance Company in accordance with the provisions of the California Corporations Code and the California Insurance Code, and on behalf of Lawyers Title Insurance Corporation in accordance with the provisions of the Nebraska Business Corporation Act and the Nebraska Insurance Code, the Constituent Companies shall cause to be executed and filed any document or documents prescribed by the laws of the State of California and by the laws of the State of Nebraska and cause to be performed all other and further acts within the State of California and elsewhere which may be necessary, proper or convenient to effectuate the merger herein provided for.
- C. Upon approval of this Plan and Agreement of Merger by the shareholders of both Constituent Companies, the Boards of Directors and the proper officers of Lawyers Title Insurance Corporation and of Fidelity National Title Insurance Company shall hereby be authorized, empowered and directed to do any and all acts and things, and to make, execute, acknowledge, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.
- D. Lawyers Title Insurance Corporation shall from time to time, as and when requested by Surviving Company, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

IN WITNESS WHEREOF, the foregoing Plan and Agreement of Merger having been authorized, adopted and approved by resolutions duly adopted by the respective Boards of Directors of Lawyers Title Insurance Corporation and of Fidelity National Title Insurance Company, and having been approved by resolutions duly and unanimously adopted by consent of the shareholders of both Constituent Companies, each such company has caused this Plan and Agreement of Merger to be signed by its President and Secretary as of the below date under the corporate seals of the respective Constituent Companies.

DATE: April 6, 2010

FIDELITY NATIONAL TITLE  
INSURANCE COMPANY

By:   
Raymond R. Quirk, President

By:   
Michael L. Gravelle, Corporate Secretary

LAWYERS TITLE  
INSURANCE CORPORATION

By:   
Raymond R. Quirk, President

By:   
Michael L. Gravelle, Corporate Secretary