

i AMENDMENT AND RESTATEMENT

OF ARTICLES	*	UNITED STATES OF AMERICA
OF INCORPORATION OF	*	STATE OF LOUISIANA
LOUISIANA LAND TITLE ASSOCIATION	*	CALCASIEU PARISH

BE IT KNOWN, That on this 2nd day of May, in the year of Our Lord, two thousand nine (2011);

BEFORE ME, Brent J. Laliberte, Notary Public, duly commissioned and qualified, in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned;

PERSONALLY CAME AND APPEARED:

John F. Robichaux, of the full age of majority, herein appearing in his capacity as President of the Louisiana Land Title Association, (hereinafter sometimes referred to as the "Association") a corporation created by act passed before Eldon J. Andree, Notary Public, on September 16th, 1955, recorded in MOB 1888, folio 650 on September 28th, 1955 in the mortgage records for the Parish of Orleans, as amended by acts recorded in MOB 1901, folio 457; MOB 2080, folio 683 and MOB 2126, folio ___ of the mortgage records of the Parish of Orleans and by act recorded in the records of the Parish of Calcasieu and bearing File No. 1090178, and as amended by act dated December 2nd, 1999, filed with the Secretary of State on December 15th, 2003, and by amendment filed with the Secretary of State of the State of Louisiana on June 10, 2010, who declared that:

Pursuant to the resolution of the membership of the Association adopted at the duly called meeting of the members of the Association held on April 22, 2010 at 12:15 o'clock P.M., a certified copy of the minutes of which meeting is attached hereto and made a part hereof, he now appears to execute this act of amendment in authentic form, reflecting the amendments so agreed upon by a vote of two-thirds (2/3) of the membership present, that the existing Act of Incorporation is amended as follows:

**ARTICLE I.
NAME**

The name of the Association is: LOUISIANA LAND TITLE ASSOCIATION

The objects and purposes of the Association are these:

1. To promote the general welfare of the land title industry.
2. To promote the safe and efficient transfer of ownership of, and interests in, real property within the free enterprise system.
3. To provide information and education to consumers; to those who regulate, supervise, or enact legislation affecting the land title industry; and to its members.
4. To maintain liaison with users of the products and services provided by its members and with government.
5. To fairly represent all interests of the membership without bias or prejudice to personal or group interest and to achieve continuity of purpose in the highest standards and ethics of the land title industry.
6. To engage in any lawful activity as the Board of Directors may from time to time determine.

ARTICLE III. INCORPORATORS

This Association was incorporated by the following:

The incorporators are omitted since that information appeared in the original articles.

ARTICLE IV. DIRECTORS

The first directors of this Association were:

The first directors are omitted since that information appeared in the original articles.

ARTICLE V. DURATION

The duration of the Association shall be perpetual.

ARTICLE VI. REGISTERED OFFICE

The registered office of this Association shall be 11822 Justice Ave. Suite B8, Baton Rouge, Louisiana 70816. The Board of Directors of this Association may change the address from time to time without a vote of the membership.

**ARTICLE VII.
REGISTERED AGENT**

The full name and address of the registered agent of this Association is:

Linda Alwood, Executive Director
Louisiana Land Title Association
11822 Justice Ave. Suite B8, Baton Rouge, LA 70816

**ARTICLE VIII.
MEMBERSHIP**

This Association shall be non-profit and on a non-stock basis; membership in this Association shall be divided into three classes, active, associate and honorary.

1. Active members shall consist of:
 - a) title insurance underwriters qualified under the laws of Louisiana to engage in the business of insuring titles to real property in Louisiana and their employees.
 - b) title insurance agents who are licensed in Louisiana and their employees..
 - c) abstractors who have elected to become active members.
 - d) attorneys licensed to practice law in Louisiana.
2. Associate members shall consist of:
 - a) real estate lenders
 - b) surveyors
 - c) real estate agents or brokers
 - d) abstractors who have not elected to become active members
 - e) all other persons engaged in any business relating to the land title industry.

3. Honorary members shall consist of:

- a) those members selected by the Board of Directors using criteria established in the Association's by-laws.

In order to qualify for membership of any class or kind, the applicant must be approved for membership by a vote of the Board of Directors.

All voting power shall be vested in the active members who have paid dues as provided in the by-laws of the Association.

ARTICLE IX. CERTIFICATES OF MEMBERSHIP

Certificates of Membership shall be issued in the name of the member, and shall disclose the class of membership of which it is issued, whether active, associate or honorary, and shall further state that the holder thereof is bound by the articles and by-laws of this Association.

ARTICLE X. MEMBERSHIP VOTING

Each holder of a certificate of active membership shall be entitled to one vote, no voting by proxy being permitted. Certificates of membership shall not be transferable by assignment, or sale, or by inheritance or bequest, upon the death of the owner and no rights of membership belonging to the former owner shall inure to the assignee, vendee, heir or legatee.

ARTICLE XI. BOARD OF DIRECTORS

- 1) The direction and administration of this Association shall be vested in the Board of Directors of (15) fifteen active members, consisting of (14) fourteen elected by the membership, and the immediate past President. Five (5) members shall represent title insurance underwriters. Each director shall be elected for a period of three (3) years in accordance with the by-laws, except the immediate past President shall serve until replaced by the outgoing President. The contrary notwithstanding, a director who is also an officer of the Association shall continue to serve as a director of the Association until such time as the member is no longer an officer of the Association. The provisions of this section shall be

effective on and after January 1, 2011 or upon approval by the membership of the Association.

- 2) The procedure for electing the members of the Board of Directors shall be established by the by-laws of the Association.
- 3) A majority of the directors shall constitute a quorum.
- 4) The Board of Directors, by majority vote of all members thereon, shall have power to make, amend and repeal by-laws to prescribe the duties of the officers, to assess the regular and/or special dues to be paid by each class of members; to prescribe forms of applications for membership, and the procedure as to the approval or rejection thereof; to provide rules and regulations for the discipline, suspension or expulsion of the members, and for any other purpose, incident or necessary, for the fulfillment of the obligation of the board to administer the affairs of the Association, or to carry out the purposes of these articles of incorporation.
- 5) Any vacancy occurring on the Board of Directors shall be filled for the unexpired term by majority vote of the remaining members of the Board of Directors.
- 6) The Board of Directors shall have the authority to create and appoint from its number, or from the active membership of this Association, such committees as the Board deems necessary or proper to carry out the purposes or objectives of this Association.

ARTICLE XII. OFFICERS

- 1) Officers of this Association shall consist of a President, a President Elect, a Vice President, and a Secretary/Treasurer.
- 2) The Board of Directors shall elect from its number, a President, President Elect, Vice President, and Secretary/Treasurer as provided in the by-laws of the Association. The Board of Directors may appoint such additional officers, agents and employees as the business of the Association may require.
- 3) The Terms of officers to be established in the bylaws of the Association.

ARTICLE XIII. MEETING OF MEMBERS

1) The annual meeting of the members for the transaction of such business as may properly come before the meeting shall be held at such time and place as may be determined by a majority vote of the Board of Directors.

2) Special meetings may be called, in accordance with the By-laws.

3) All meetings of the members shall convene on, not less than ten (10) days notice, in writing, by the Association, which notice shall state the date, time, place and purpose of the meeting, mailed, postage prepaid or electronic mail to the last known address of each member, unless such notice be waived by the member in writing.

ARTICLE XIV. AFFILIATION

This Association, constituting the title association for the State of Louisiana, shall affiliate with the American Land Title Association, and its members shall conform to all standards of practice and ethics of the American Land Title Association.

ARTICLE XV. AMENDMENTS TO ARTICLES

These articles may be amended by a vote of two thirds of the members of the Association voting in favor of the amendment that are present at any annual or special meeting called for that purpose, or by a two thirds vote of the members voting in favor of the amendment by mail ballot or electronic ballot on notice in writing or electronic mail transmitted to the members not less than thirty (30) days prior to meeting or the required date of return of the ballot.

ARTICLE XVI. DISSOLUTION

This Association may be dissolved by a vote of two-thirds (2/3) of the members present at a meeting called for that purpose, on thirty days' notice, in writing, by the Association, which notice shall state the time, place and purpose of the meeting, mailed postage paid or electronic mail to the last known address of each member.

ARTICLE XVII.

The tax payer identification number of this Association is 72-0842796.

THUS DONE AND PASSED, in my notarial domicile in Louisiana, on the day, month and year set forth above, and in the presence of the undersigned competent witnesses who hereunto signed their names, together with the said appearer and me, Notary, after reading of the whole.

WITNESSES:

APPEARER:

SIGNATURE: _____

PRINT NAME:

John F. Robichaux, President
Louisiana Land Title Association

SIGNATURE: _____

PRINT NAME:

NOTARY PUBLIC

I.D./Bar No. _____

ⁱ Adopted 3/23/2011