AZ CORPORATION COMMISSION
FILED

JUN 0 1 2016

FILE NO. F·1259137·8

AZ Corp. Commission
05519021

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APPLICATION FOR NEW AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA

Read the Instructions C019i

A.C.C. FILE NUMBER: F12591378

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: http://www.azcc.gov/Divisions/Corporations

1. ENTITY TYPE – check only one to indicate the type of entity applying for authority:

- [■] FOR-PROFIT CORPORATION
- [ ] NONPROFIT CORPORATION
- [ ] PROFESSIONAL CORPORATION
- [ ] CLOSE CORPORATION
- [ ] BUSINESS TRUST
- [ ] BUSINESS DEVELOPMENT CORP.
- [ ] CORPORATION SOLE
- [ ] INSURER
- [ ] SAVINGS AND LOAN ASSOCIATION
- [ ] CREDIT UNION
- [ ] TRUST COMPANY
- [ ] COOPERATIVE MARKETING ASSOCIATION
- [ ] ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC.
- [ ] NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP.

2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) – enter the exact, true name of the foreign corporation:

OLD REPUBLIC EXCHANGE COMPANY

3. NAME TO BE USED IN ARIZONA (ENTITY NAME) – *see Instructions C019i* - identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

3.1 [■] Name in state or country of incorporation, with no changes – Go to number 4.	**3.2** [ ] Name in state or country of incorporation, *with a corporate identifier added* to it – Enter the name in number 3.4 below.	**3.3** [ ] Fictitious name (check this *only if* the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) – Enter the name in number 3.4 below.

3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

4. FOREIGN DOMICILE – list the state or country in which the foreign corporation is incorporated: California

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: August 26, 1993

6. DURATION – the duration or life period of the foreign corporation is **presumed to be perpetual *unless*** one of the boxes is checked below *and* the blanks are filled in:

- [ ] The corporation's life period will end after the expiration of _____ **years** (enter a number of years).
- [ ] The corporation's life period will end on this **date** _____ (enter a date).
- [ ] The corporation's life period will end upon the occurrence of this **event:**

_____ (describe an event).

7. **PURPOSE –** the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following **limitations**, if any (*leave this blank if there are no limitations on the corporation's purpose*):

8. **CHARACTER OF BUSINESS –** briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

The company provides qualified intermediary services for tax deferred real and personal property exchanges under IRC Code Section 1031.

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS – *see Instructions C019i* – give the **physical or street address** (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:

Old Republic Exchange Company

Attention (optional)
Marna Mignone, Esq.

Address 1
500 Ygnacio Valley Rd., Ste. 170

Address 2 (optional)

City	State	Zip
Walnut Creek	CA	94596

10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: Is the Arizona known place of business street address the same as the **street address** of the statutory agent?

☐ Yes - go to number 11 and continue.

☐ No - provide the Arizona physical or street address (not a P.O. Box) below:

Old Republic Exchange Company

Attention (optional)

Address 1
2375 E Camelback Rd., Ste. 380

Address 2 (optional)

City	State	Zip
Phoenix	AZ	85016

11. STATUTORY AGENT IN ARIZONA – *see Instructions C019i*:

11.1 *REQUIRED* – give the **name** (can be an individual or an entity) **and *physical or street address*** (not a P.O. Box) in Arizona of the statutory agent:

Margaret M. Serrano-Foster
Statutory Agent Name (required)

Attention (optional)
2375 E Camelback Rd., Ste. 380

Address 1

Address 2 (optional)

City	State	Zip
Phoenix	AZ	85016

11.2 *OPTIONAL* – mailing address in Arizona of statutory agent (can be a P.O. Box):

Attention (optional)

Address 1

Address 2 (optional)

City	State	Zip

11.3 *REQUIRED* – the Statutory Agent Acceptance form M002 must be submitted along with this Application For Authority.

12. DIRECTORS - list the **name and business address** of each and every Director of the corporation. If more space is needed, check this box ☐ and complete and attach the Director Attachment form C082.

Lori DeMartini

Director Name
500 Ygnacio Valley Rd, Ste. 170

Address 1

Address 2 (optional)

City	State or Province	Zip
Walnut Creek	CA	94596

Country: UNITED STATES

Date taking office (optional):

Patrick Connor

Director Name
141 E. Town St, Ste. 100

Address 1

Address 2 (optional)

City	State or Province	Zip
Columbus	OH	43215

Country: UNITED STATES

Date taking office (optional):

Chris G. Lieser Director Name 3000 Bayport Drive, Ste. 1000 Address 1 Address 2 (optional) Tampa / FL / 33607 City / State or Province / Zip Country: UNITED STATES Date taking office (optional):	Director Name Address 1 Address 2 (optional) City / State or Province / Zip Country Date taking office (optional):
Director Name Address 1 Address 2 (optional) City / State or Province / Zip Country Date taking office (optional):	Director Name Address 1 Address 2 (optional) City / State or Province / Zip Country Date taking office (optional):

13. OFFICERS - list the **name and business address** of all principal Officers of the corporation. If more space is needed, check this box ☐ and complete and attach the Officer Attachment form C085.

Lori DeMartin, President Officer Name 5000 Ygnacio Valley Rd, Ste. 170 Address 1 Address 2 (optional) Walnut Creek / CA / 94596 City / State or Province / Zip Country: UNITED STATES Date taking office (optional): Officer title: President	Chris G. Lieser, Sr. Vice President Officer Name 3000 Bayport Dr., Ste. 1000 Address 1 Address 2 (optional) Tampa / FL / 33607 City / State or Province / Zip Country: UNITED STATES Date taking office (optional): Officer Title: VicePresident
Daniel M. Wold, Secretary Officer Name 400 Second Ave S Address 1 Address 2 (optional) Minneapolis / MN / 55401 City / State or Province / Zip Country: UNITED STATES Date taking office (optional): Officer Title: Secretary	Michael T. Tarpey, Treasurer Officer Name 400 Second Ave S Address 1 Address 2 (optional) Minneapolis / MN / 55401 City / State or Province / Zip Country: UNITED STATES Date taking office (optional) Officer Title: Treasurer
Officer Name Address 1 Address 2 (optional) City / State or Province / Zip Country Date taking office (optional): Officer Title:	Officer Name Address 1 Address 2 (optional) City / State or Province / Zip Country Date taking office (optional): Officer Title:

14. FOR-PROFITS ONLY – SHARES AUTHORIZED – *see Instructions C019i* – list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087.

Class: Single Series: Common Total: 1000 Par Value: 0

Class: _____ Series: _____ Total: _____ Par Value: _____

15. FOR-PROFITS ONLY – SHARES ISSUED – *see Instructions C019i* – list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: Single Series: Common Total: 1000 Par Value: 0

Class: _____ Series: _____ Total: _____ Par Value: _____

16. NONPROFITS ONLY – MEMBERS – check one box only:

Does the foreign nonprofit corporation have members? ☐ Yes ☐ No

17. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL SERVICES – if "professional corporation" is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm):

_____

18. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

NOTE: You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☑ I ACCEPT

Signature	Printed Name	Date
	Daniel Wold	5-25-16

REQUIRED – check only one:

☐ I am the **Chairman of the Board of Directors** of the corporation filing this document.	■ I am a duly-authorized **Officer** of the corporation filing this document.	☐ I am a duly authorized **bankruptcy trustee**, receiver, or other court-appointed fiduciary for the corporation filing this document.

Filing Fee: $175.00 (regular processing) Expedited processing – add $35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

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Secretary of State
State of California
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CERTIFICATE OF AMENDMENT

OF ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **President** and the **Secretary**, respectively, of OLD REPUBLIC EXCHANGE FACILITATOR COMPANY, a California corporation.

2. The FIRST Article of the Articles of Incorporation of this corporation is amended to read as follows:

   The name of this corporation is OLD REPUBLIC EXCHANGE COMPANY

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. This corporation has issued 1000 shares, consisting of a single class of shares, to a single shareholder, who has voted in favor of the amendment.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 5, 2016

Lori De Martini, President

Daniel M. Wold, Secretary

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

OLD REPUBLIC EXCHANGE COMPANY

FILE NUMBER:	C1844096
FORMATION DATE:	08/26/1993
TYPE:	DOMESTIC CORPORATION
JURISDICTION:	CALIFORNIA
STATUS:	ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of April 01, 2016.

ALEX PADILLA
Secretary of State

NP-25 (REV 01/2015)

MAR

OLD REPUBLIC TITLE

400 Second Ave S, Minneapolis, MN 55401 | T: 612.336.7217

Paula M. Ellison
Executive Administrator
pellison@oldrepublictitle.com

May 26, 2016

Arizona Corporation Commission
Corporate Filings Section
1300 W Washington St
Phoenix, AZ 85007

RE: Old Republic Exchange Facilitator Company
ID # F12591378

Dear Sir or Madam:

Enclosed for filing please find the following:

1. Change to existing entity – Form C019i.
2. A draft in the amount of $175.00 for the filing fee.
3. A copy of the Certificate of Good Standing and Filed Document from the state of California evidencing the amendment filed in the state of incorporation on 2-10-16.
4. Self-addressed, stamped envelope.

Please send me the appropriate evidence of the filing in the enclosed return envelope. Let me know if you have any questions. My contact information is listed above. Thank you.

Sincerely,

Paula M. Ellison

Paula M. Ellison

Enclosure

RECEIVED

JUN 01 2016

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

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ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

COVER SHEET

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT

1. WHAT ARE YOU FILING?

☐ New Entity ☑ Change to existing entity ☐ Re-submission/Correction

2. ENTITY NAME:

OLD REPUBLIC EXCHANGE FACILITATOR COMPANY

3. CALCULATE YOUR FEES (copies, certificate of good standing and expedited processing are all optional):

Document filing fee *(fees are listed on the bottom of the form or on the* fee schedule*)*			Subtotal:	
Do you want EXPEDITED processing?	☐ YES	☑ NO	If YES, add $35.00	Subtotal:
☐ Corporation certified copies	$ 5.00 each x	(enter number of copies requested)	Subtotal:	
☐ LLC certified copies	$10.00 each x	(enter number of copies requested)	Subtotal:	
☐ Certificate of Good Standing	$10.00 each x	(enter number of copies requested)	Subtotal:	
TOTAL YOUR AMOUNT OWED			**TOTAL AMOUNT DUE:**	

4. PAYMENT METHOD:

☐ MOD Account #

Cash - do not mail cash. Cash may be used only for in-person submittals.
Checks or money orders - must be made payable to "Arizona Corporation Commission," with **all** words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. UNACCEPTABLE CHECKS include: no imprinted or preprinted name and address of the account holder; no imprinted or preprinted check number; handwritten or stamped names, addresses, or check numbers; temporary checks (new accounts).
Credit cards - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa, MasterCard, and American Express.

5. REQUIRED - RETURN DELIVERY OPTION (PLEASE PRINT CLEARLY and select only ONE):

☐ Email	Email address: pellison@oldrepublictitle.com	
☐ Pick up	Name: Paula Ellison	Phone: 612-336-7217
☑ Mail	Name: Old Republic Title	
	Address: 400 Second Ave S	
	City: Minneapolis State: MN	Zip: 55401
	Phone: 612-336-7217	

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK)

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK-UP BY: _____ **DATE:** _____

View current processing times at: www.azcc.gov/Divisions/Corporations/document-processing-times.pdf