F07000002114

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

600110202076

10/04/07--01011--022 **43.75

APPROVED AND FILED
07 OCT 19 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

C. Coulliette OCT 19 2007

## COVER LETTER

**TO:** Amendment Section
Division of Corporations

**SUBJECT:** Priority Mortgage Corporation
(Name of Corporation)

**DOCUMENT NUMBER:** F07000002114

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Duane D. Vander Ark
(Name of Contact Person)

Priority Mortgage Corporation
(Firm/Company)

0-151 44th Street SW, Suite 1
(Address)

Grandville, MI 49418
(City/State and Zip Code)

For further information concerning this matter, please call:

Duane D. Vander Ark, Treasurer at (616) 457-8161
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- [ ] $35.00 Filing Fee
- [x] $43.75 Filing Fee & Certificate of Status
- [ ] $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- [ ] $52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Street Address:**
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 10, 2007

DUANE D. VANDER ARK
PRIORITY PARTNERS LENDING GROUP, INC.
0-151 44TH ST., SW, STE. 1
GRANDVILLE, MI 49418

SUBJECT: PRIORITY PARTNERS LENDING GROUP, INC.
Ref. Number: F07000002114

We have received your document for PRIORITY PARTNERS LENDING GROUP, INC. and check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

enclosed

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 907A00059479

:CEIVED
2007 OCT 19 AM 8:00
RETARY OF STATE
LAHASSEE, FLORIDA

# PROFIT CORPORATION
## APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

**SECTION I**
**(1-3 MUST BE COMPLETED)**

F07000002114
(Document number of corporation (if known))

1. Priority Mortgage Corporation doing business in FL as Priority Partners Lending Group, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Michigan
(Incorporated under laws of)

3. 04/20/2007
(Date authorized to do business in Florida)

**SECTION II**
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 12, 2007

5. Priority Partners Lending Group, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

n/a
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a
(New jurisdiction)

07 OCT 19 PM 3: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Duane D. Vander Ark
(Typed or printed name of person signing)

President
(Title of person signing)

UNITED STATES OF AMERICA

# The State of Michigan

## Michigan Department of Labor & Economic Growth

Lansing, Michigan

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 17th day of July, 2007*

Andrew S. Metcalf Jr., *Director*

*Bureau of Commercial Services*

GOLD SEAL APPEARS ONLY ON ORIGINAL

C&S-500 (Rev. 5-87) 096EH2813 0315 DRB&FI $60.00

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU KM

| (FOR BUREAU USE ONLY) | Date Received |
|---|---|
| **FILED**<br>MAR 20 1996<br>Administrator<br>MICHIGAN DEPARTMENT OF COMMERCE<br>Corporation & Securities Bureau | MAR 15 1996 |
| EFFECTIVE DATE: | |
| CORPORATION IDENTIFICATION NUMBER 379-802 | |

# ARTICLES OF INCORPORATION

**For use by Domestic Profit Corporations**

(Please read instructions and Paperwork Reduction Act notice on last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972, as amended, the undersigned corporation executes the following Articles:*

**Article I**

The name of the corporation is:
PRIORITY MORTGAGE CORPORATION

**Article II**

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan.

**Article III**

The total authorized capital stock is:

1. Common Shares 50,000 Par Value Per Share $ 1.00

   Preferred Shares ______ Par Value Per Share $______

and/or shares without par value as follows:

2. Common Shares ______ Stated Value Per Share $______

   Preferred Shares ______ Stated Value Per Share $______

3. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

KB

**Article IV**

1. The address of the registered office is:

2437 87th Street, SW, Byron Center, Michigan (Street Address) (City), Michigan 49315 (ZIP Code)

2. The mailing address of the registered office if different than above:

(P.O. Box) (City), Michigan (ZIP Code)

3. The name of the resident agent at the registered office is: Duane D. Vander Ark

**Article V**

The name(s) and address(es) of the incorporator(s) is (are) as follows:

| Name | Residence or Business Address |
|---|---|
| Duane D. Vander Ark | 2437 87th Street, SW, Byron Center, MI 49315 |

~~**Article VI (Optional. Delete if not applicable)**~~

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing ¾ in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or ~~class of shareholders and also on this corporation.~~

Article VI

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

ARTICLE VII

No member of the Board of Directors of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the director's fiduciary duty. The foregoing shall not eliminate or limit the liability of a director for any of the following: (i) a breach of the director's duty of loyalty to the Corporation, (ii) acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law, (iii) a violation of Section 551(1) of the Michigan Business Corporation Act, or (iv) a transaction from which the director derived an improper personal benefit. If the Michigan Business Corporation Act is subsequently amended to authorize corporate action further reducing or eliminating the personal liability of the directors, then these Articles of Incorporation shall be deemed to be amended to provide for the limitation or elimination of the liability of a director to the fullest extent allowed by the Michigan Business Corporation Act, as so amended. The protection afforded hereby shall survive the repeal or modification of this Article VII or the adoption of any provision in these Articles of Incorporation inconsistent with this Article VII.

I (We), the incorporator(s), sign my (our) name(s) this 12th day of March, 1996.

Duane D. Vander Ark

GOLD SEAL APPEARS ONLY ON ORIGINAL

BCS/CD-515 (Rev. 12/05)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

| Date Received | (FOR BUREAU USE ONLY) |
|---|---|
| | This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document. |

| | | |
|---|---|---|
| Name<br>Steven J. Vander Ark | | |
| Address<br>29 Pearl Street N.W., Suite 145 | | |
| City<br>Grand Rapids | State<br>Michigan | ZIP Code<br>49503 |

EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

# CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

**For use by Domestic Profit and Nonprofit Corporations**

(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigend corporation executes the following Certificate:*

1. The present name of the corporation is: Priority Mortgage Corporation

2. The identification number assigned by the Bureau is: 379802

3. Article ____I____ of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is: Priority Partners Lending Group, Inc.

04/12/2007 4:06PM

CSCS/CD-515 (Rev. 09/01)

**COMPLETE ONLY ONE OF THE FOLLOWING:**

**4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)**

The foregoing amendment to the Articles of Incorporation was duly adopted on the ______________ day of ______________, __________, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this ________ day of ________________, ____________

| | |
|---|---|
| (Signature) | (Signature) |
| (Type or Print Name) | (Type or Print Name) |
| (Signature) | (Signature) |
| (Type or Print Name) | (Type or Print Name) |

**5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)**

The foregoing amendment to the Articles of Incorporation was duly adopted on the 12th day of April, 2007, by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- [ ] at a meeting the necessary votes were cast in favor of the amendment.
- [X] by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- [ ] by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- [ ] by consents given by electronic transmission in accordance with Section 407(3) if a profit corporation.
- [ ] by the board of a profit corporation pursuant to section 611(2).

| Profit Corporations and Professional Service Corporations | Nonprofit Corporations |
|---|---|
| Signed this 12th day of April, 2007 | Signed this _____ day of ____________, _______ |
| By Duane D. VanderArk<br>(Signature of an authorized officer or agent) | By ________________________<br>(Signature President, Vice-President, Chairperson or Vice-Chairperson) |
| Duane D. VanderArk<br>(Type or Print Name) | ________________________<br>(Type or Print Name) |

04/12/2007 4:06PM