

F10000000 1759

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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JAN 11 2023

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Flagstar Bank, N.A.

Name of Corporation

DOCUMENT NUMBER: F10000001759

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tracy Rupolo

Name of Contact Person

Flagstar Bank, N.A.

Firm/Company

102 Duffy Avenue

Address

Hicksville, NY 11801

City/State and Zip Code

Tracy.Rupolo@MyNYCB.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tracy Rupolo

at (516) 500-6709

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)

F10000001759

(Document number of corporation (if known))

1. New York Community Bank

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3.

4/13/2010

(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? 1/1/2023

5. Flagstar Bank, N.A.

(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.

(New duration)

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

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address: _____, Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove

10. 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.

Tracy Rupolo

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

TRACY RUPOLO

(Typed or printed name of person signing)

First VP Director TA Operations

(Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FLAGSTAR BANCORP, INC.", A MICHIGAN CORPORATION,
WITH AND INTO "NEW YORK COMMUNITY BANCORP, INC." UNDER THE NAME OF "NEW YORK COMMUNITY BANCORP, INC.". A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2022, AT 1:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF DECEMBER, A.D. 2022 AT 12:10 O'CLOCK A.M.



2344167 8100M
SR# 20224135401

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204967371
Date: 11-30-22

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:15 PM 11/30/2022
FILED 01:15 PM 11/30/2022
SR 20224135401 - File Number 2344167

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**FLAGSTAR BANCORP, INC.
(A MICHIGAN CORPORATION)**

WITH AND INTO

**NEW YORK COMMUNITY BANCORP, INC.
(A DELAWARE CORPORATION)**

November 30, 2022

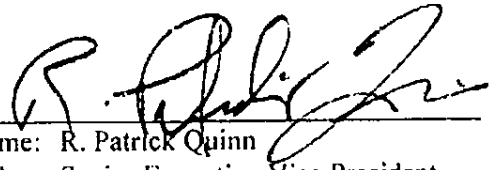
Pursuant to Section 253 of the Delaware General Corporation Law, as amended from time to time (the "DGCL"), New York Community Bancorp, Inc., a Delaware corporation (the "Corporation"), does hereby certify that:

1. The Corporation was duly incorporated pursuant to the provisions of the DCGL on July 16, 1993.
2. The Corporation owns all of the outstanding shares of capital stock of Flagstar Bancorp, Inc., a Michigan corporation (the "Subsidiary"), which was duly incorporated pursuant to the provisions of the Michigan Business Corporation Act on October 28, 1993.
3. The board of directors of the Corporation (the "Board"), by the resolutions attached hereto as Exhibit A (the "Merger Resolutions"), duly adopted by unanimous written consent on November 30, 2022, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL (the "Merger"), with the Corporation continuing as the surviving corporation (the "Surviving Corporation").
4. The amended and restated certificate of incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the certificate of incorporation of the Surviving Corporation immediately following the Merger.
5. The Merger shall be effective at 12:10 a.m. on December 1, 2022.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed this
Certificate of Ownership and Merger as of the date first written above.

NEW YORK COMMUNITY BANCORP,
INC.

By: 

Name: R. Patrick Quinn

Title: Senior Executive Vice President,
General Counsel & Corporate
Secretary

EXHIBIT A

MERGER RESOLUTIONS

(See attached)

EXHIBIT A

November 30, 2022

WHEREAS, pursuant to Section 1.12(a) of the Agreement and Plan of Merger, dated as of April 24, 2021, by and among New York Community Bancorp, Inc., a Delaware corporation (the "Corporation"), 615 Corp., a Delaware corporation and direct, wholly-owned subsidiary of the Corporation, and Flagstar Bancorp, Inc., a Michigan corporation ("Flagstar"), as amended (the "Merger Agreement"), as soon as reasonably practicable following the effective time (the "Effective Time") of the merger of 615 Corp. with and into Flagstar, with Flagstar as the surviving entity of such merger (the "Interim Surviving Corporation"), the Corporation shall cause the Interim Surviving Corporation to be, and the Interim Surviving Corporation shall be, merged with and into the Corporation in accordance with Chapter 7 of the Michigan Business Corporation Act and Section 253 of the Delaware General Corporation Law (the "Holdco Merger"), with the Corporation continuing as the surviving corporation of the Holdco Merger (herein sometimes referred to in such capacity as the "Surviving Corporation");

WHEREAS, as of the Effective Time, the Corporation will own all of the issued and outstanding shares of each class of capital stock of the Interim Surviving Corporation;

WHEREAS, the Board has determined the Holdco Merger to be advisable and in the best interests of the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Holdco Merger be and is hereby approved, and it shall become effective upon the execution, acknowledgment and filing of a certificate of ownership and merger with the Secretary of State of the State of Delaware and a certificate of merger with the Department of Licensing and Regulatory Affairs of the State of Michigan;

RESOLVED, that the certificate of incorporation of the Corporation, as in effect immediately prior to the Holdco Merger, shall be the certificate of incorporation of the Surviving Corporation immediately following the Holdco Merger;

RESOLVED, that each of the Chairman, President and Chief Executive Officer of the Corporation, the Senior Executive Vice President and Chief Operating Officer of the Corporation, the Senior Executive Vice President and Chief Financial Officer of the Corporation and the Senior Executive Vice President and General Counsel of the Corporation, and any other officer of the Corporation designated by any of the foregoing officers (each, a "Proper Officer") is hereby authorized and directed, in the name and on behalf of the Corporation and without further action from the Board, to execute, acknowledge and file a certificate of ownership and merger with respect to the Holdco Merger setting forth a copy of these resolutions with respect to the Holdco Merger with the Secretary of State of the State of Delaware;

RESOLVED, that in addition to the specific authorizations set forth in any of the foregoing resolutions with respect to the Holdco Merger, each Proper Officer is hereby authorized and directed, in the name and on behalf of the Corporation and without further action from the Board, to execute and deliver any and all agreements, instruments or documents, perform all acts, do all

things and pay or cause to be paid all liabilities, fees, expenses and costs as may be deemed necessary, desirable, appropriate or required by law by any of them in order to carry out or further the intent and purpose of the foregoing resolutions with respect to the Holdco Merger;

RESOLVED, that the omission from these resolutions with respect to the Holdco Merger of any agreement or other arrangement contemplated by any of the agreements, instruments, documents, government filings and/or notices described in the foregoing resolutions with respect to the Holdco Merger or any action to be taken in accordance with any requirements of any of the agreements, instruments, documents, government filings and/or notices described in the foregoing resolutions with respect to the Holdco Merger shall in no manner derogate from the authority of the Proper Officers to take all actions necessary, desirable, appropriate or required by law to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions with respect to the Holdco Merger; and

RESOLVED, that the Board hereby approves, adopts, confirms and ratifies in all respects as the acts and deeds of the Corporation, all actions previously taken by any Proper Officer in good faith and in connection with the transactions contemplated by the foregoing resolutions with respect to the Holdco Merger.