

F97000006054

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AmeriFed Mortgage, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following

300002348333--9
11/17/97-01033--004
*****70.00 *****70.00

Donald B. Clanton
(Name of Person)
AmeriFed Mortgage, Inc.
(Firm/Company)
5101 Wheelis Drive, Suite 308
(Address)
Memphis, TN 38117
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Donald B. Clanton at (901) 821-8200
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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LR
11/17

COURIER ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. AmeriFed Mortgage, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Tennessee 3. 62-1627645
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 15, 1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not as of the filing of this application.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5101 Wheelis Drive, Suite 308
Memphis, TN 38117
(Current mailing address)

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8. Correspondent Mortgage Banking
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

*see attached _____
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Donald B. Clanton

Address: 2225 Malone Rd. N., Nesbit, MS 38654

Vice Chairman: _____

Address: _____

Director: Vernon A. Rowe

Address: 4775 Fleming Rd., Collierville, TN 38017

Director: Chris L. Rooker

Address: 8723 Windrush Lane, Memphis, TN 38125

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

~~President:~~ CEO Donald B. Clanton

Address: 2225 Malone Rd. N., Nesbit, MS 38654

~~Vice President:~~ President Vernon A. Rowe

Address: 4775 Fleming Rd., Collierville, TN 38117


~~Secretary:~~ Ex. Vice President Chris L. Rooker

Address: 8723 Windrush Lane, Memphis, TN 38125

~~Treasurer:~~ Secretary Amy D. Robertson

Address: 1830 Dewars Cove N., Cordova, TN 38018

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Chairman/CEO Donald B. Clanton
(Typed or printed name and capacity of person signing application)

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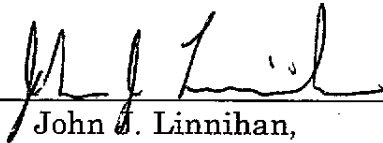
ACCEPTANCE OF APPOINTMENT

RE: **AMERIFED MORTGAGE, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: October 28, 1997

C T CORPORATION SYSTEM

By 
John J. Linnihan,
Assistant Vice President

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Secretary of State

Corporations Section

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 11/04/1997
REQUEST NUMBER: 3406-1819
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/15/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0309209
JURISDICTION: TENNESSEE

TO:
AMERIFED MORTGAGE, INC
5101 WHEELIS DR
STE308/A.ROBERTSON
MEMPHIS, TN 38117

REQUESTED BY:
AMERIFED MORTGAGE, INC
5101 WHEELIS DR
STE308/A.ROBERTSON
MEMPHIS, TN 38117

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"AMERIFED MORTGAGE, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 11/04/97

FROM:
AMERIFED MORTGAGE, INC.
5101 WHEELIS DRIVE
SUITE 308
MEMPHIS, TN 38117-0000

RECEIVED: FEES \$30.00 \$30.00
TOTAL PAYMENT RECEIVED: \$60.00

RECEIPT NUMBER: 00002202151
ACCOUNT NUMBER: 00267360



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE