

To: The Florida Dept. of State  
Subject: 000150.110948  
Division of Corporations

From: Ashley Smith

Thursday, September 17, 2009 2:17 PM Page: 2 of 6

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)617-6383

From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850)222-1173  
Fax Number : (850)224-1640

000150.110948

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**TERRA MORTGAGE BANKERS, LLC**

Certificate of Status	0
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**S. HAWKES**  
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To: The Florida Dept of State  
Subject: 000150.110948

From: Ashley Smith

Thursday, September 17, 2009 2:11 PM Page: 1 of 6



September 17, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: TERRA MORTGAGE BANKERS, LLC  
REF: W09000041614

*\* Please give original  
submission date as  
the file date \**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes  
Regulatory Specialist II  
Registration/Qualification Section

FAX Aud. #: H09000202325  
Letter Number: 809A00030574

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Thursday, September 17, 2009 2:11 PM Page: 3 of 6



**OFFICE OF FINANCIAL REGULATION**

**J. THOMAS CARDWELL**  
COMMISSIONER

**FINANCIAL SERVICES  
COMMISSION**

**CHARLIE CRIST**  
GOVERNOR

**BILL MCCOLLUM**  
ATTORNEY GENERAL

**ALEX SINK**  
CHIEF FINANCIAL OFFICER

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

September 3, 2009

Mr. Jorge Rawicz  
1900 North Bayshore Drive  
Suite 204-A  
Miami, FL 33132

Dear Mr. Rawicz:

Re: Terra Mortgage Bankers

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity  
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State  
Kathy Green, Finance

H09000202325 3

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ARTICLES OF ORGANIZATION  
OF  
TERRA MORTGAGE BANKERS, LLC

These Articles of Organization have been filed with the Florida Department of State in accordance with the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"). Capitalized terms used herein are intended to be defined terms and shall have the meanings ascribed to them herein.

ARTICLE I

NAME

The name of the Limited Liability Company is Terra Mortgage Bankers, LLC (the "Company").

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company is 1900 North Bayshore Drive, Suite 204-A, Miami Florida 33132.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent and office are:

Pedro Martin  
900 Biscayne Blvd., Suite 1501  
Miami, Florida 33132

ARTICLE IV

MANAGEMENT

The Company is a "manager-managed" limited liability company for purposes of the Act. The Company's managers shall be appointed in such manner and serve in such position according to such terms and conditions as provided in the Company's Operating Agreement dated the date that these Articles were filed with the Florida Department of State, as such agreement may be amended ("Operating Agreement").

H09000202325 3

H09000202325 3

ARTICLE V

MORTGAGE BROKER BUSINESS

The Company shall be engaging in the business of mortgage brokering and related activities and shall hire and retain and, whenever necessary, immediately replace a principal broker who shall operate the business under such broker's full charge, control, and supervision and who will otherwise assure that the Company does all that is required to comply with the requirements of Florida law necessary to license the company as a mortgage broker business.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated this 16 day of September, 2009.

By:

  
Name: Jorge Rawicz  
Title: Authorized Person

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H09000202325 3

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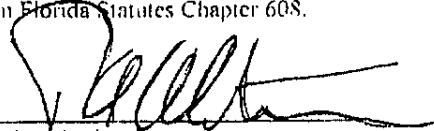
Thursday, September 17, 2009 2:11 PM Page: 6 of 6

H09000202325 3

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 16 day September, 2009.

  
Pedro Martin

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