

N99000007647

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
99 DEC 29 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: FAMB

(Proposed corporate name - must include suffix)

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*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: FLA. ASSOC. OF MORTGAGE BROKERS
Name (Printed or typed)

1292 CEDAR CENTER DR.
Address

TALLAHASSEE FL. 32301
City, State & Zip

Daytime Telephone number

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC 29 AM 11:16

RECEIVED

NOTE: Please provide the original and one copy of the articles.

2-29-99
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**Articles of Incorporation
of
Florida Association of Mortgage Brokers Foundation, Inc.
(A Florida Not For Profit Corporation)**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, makes and adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: Florida Association of Mortgage Brokers Foundation, Inc.

ARTICLE II

The address of the principal office and the mailing address of the corporation is 1292 Cedar Center Drive, Tallahassee, Florida 32301 - P.O. Box 6477, Tallahassee, Florida 32314-6477.

ARTICLE III

The street address of the initial registered office of the corporation is 1292 Cedar Center Drive, Tallahassee, Florida 32301. The name of its initial registered agent at that address is Karen J. Wordell-Smith.

ARTICLE IV

The corporation shall not have members and shall not issue membership certificates or shares of stock.

ARTICLE V

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under IRC § 501 (c)(3) (the "Code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these articles, under law and under IRC § 501 (c)(3).

ARTICLE VI

The duration of the corporation is perpetual.

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ARTICLE VII

The corporation is organized, and shall be operated exclusively for charitable and educational purposes, including but not limited to, assisting members of the public in the purchase of residential property located in Florida through the provision of gifts or grants by the corporation through programs created, sponsored, organized, and administered by the corporation.

ARTICLE VIII

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Chapter 617, Florida Statutes, and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

ARTICLE IX

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under IRC § 501 (a) as an organization described in IRC § 501 (c)(3) and which is other than a private foundation as defined in IRC § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under IRC § 501 (c)(3). All references in these articles to sections of the Internal Revenue Code ("IRC") shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE X

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes within the meaning of IRC § 501 (c)(3), in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine.

ARTICLE XI

There shall be a board of directors consisting of at least three individuals, the exact number to be prescribed in the bylaws. The members of the board of directors shall initially be divided into two classes of two members each. The members of the first class shall hold office for an initial term of one year, and thereafter for a term of two years; the members of the second class shall hold office for a term of two years. The initial directors of the first class shall be Frank Cicione and Karen J. Wordell-Smith; and the initial directors of the second class shall be Mary Spearman and Harry Gibson, all of whom have the following business address: 1292 Cedar Center Drive, P.O. Box 6477, Tallahassee, Florida 32314-6477. At all subsequent annual elections two directors shall be elected to succeed the two directors whose term then expires; provided that nothing herein shall be construed to prevent the reelection of a director. Directors shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed, with or without cause, by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE XII

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (any may be removed, with or without cause, by majority vote of the board of directors) at such time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE XIII

The name and street address of the Incorporator is Karen J. Wordell-Smith, 1292 Cedar Center Drive, Tallahassee, Florida 32314.

ARTICLE XIV

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE XV

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE XVI

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, and is authorized to purchase insurance for such purpose. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Chapter 617, Florida Statutes, and other similar laws.

December 28, 1999
Date

Karen J. Wordell-Smith
Karen J. Wordell-Smith
Incorporator, Director

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida.

1. The name of the corporation is Florida Association of Mortgage Brokers Foundation, Inc.
2. The name and address of the registered agent and office is Karen J. Wordell-Smith, 1292 Cedar Center Drive, Tallahassee, Florida 32301.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

December 28, 1999
Date

Karen J. Wordell-Smith
Signature of Registered Agent

STEVE\FAMB\ASSOCIAT.ART

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