M06000006498

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

N. Outlaw NOV 22 2006



CORPORATION SERVICE COMPANY®

ACCOUNT NO. : 072100000032

REFERENCE : 616936 7472767

AUTHORIZATION :

COST LIMIT : $ 125.00

ORDER DATE : November 22, 2006

ORDER TIME : 1:54 PM

ORDER NO. : 616936-020

CUSTOMER NO: 7472767

FOREIGN FILINGS

NAME: RFC MHF FUNDING, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RFC MHF Funding,LLC
(Name of Foreign Limited Liability Company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 20-5814427
(FEI number, if applicable)

4. 11/01/2006
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 8400 Normandale Lake Blvd., Suite 250
Minneapolis, MN 55437
(Street Address of Principal Office)

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8. If limited liability company is a manager-managed company, check here ☑

9. The name and usual business addresses of the managing members or managers are as follows:

See Attached Report.

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Credit funding facility that provides financing to builders for model homes and undeveloped lots.

David Flavin 11/10/06
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

David Flavin - CFO
Typed or printed name of signee

RFC MHF Funding, LLC
SENIOR OFFICERS[1] & BOARD OF DIRECTORS

Name	Title	Business Address
Gregory B. Schulz	President & Director	8400 Normandale Lake Blvd., Suite 250 Minneapolis, MN 55437
David Flavin	Chief Financial Officer, Vice President & Director	8400 Normandale Lake Blvd., Suite 250 Minneapolis, MN 55437
Thomas J. Marshall	Treasurer	8400 Normandale Lake Blvd., Suite 250 Minneapolis, MN 55437
Laura Mollett	Secretary	8400 Normandale Lake Blvd., Suite 250 Minneapolis, MN 55437
Michael Franta	Chief Operating Officer, Vice President & Director	8400 Normandale Lake Blvd., Suite 250 Minneapolis, MN 55437
Brian Murray	Director & Vice President	6802 Paragon Place, Suite 350 Richmond, VA 23226

Sole Member: GMAC Model Home Finance, LLC
8400 Normandale Lake Blvd., Suite 250, Minneapolis, MN 55437

[1]These officers are currently the senior officers of the company with primary policy-making authority.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

RFC MHF Funding, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By: Elizabeth S. Kovenzonis
(Signature)

$ 100.00 Filing Fee for Application
$ 25.00 Designation of Registered Agent
$ 30.00 Certified Copy (optional)
$ 5.00 Certificate of Status (optional)

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RFC MHF FUNDING, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RFC MHF FUNDING, LLC" WAS FORMED ON THE FIRST DAY OF NOVEMBER, A.D. 2006.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5217136

DATE: 11-21-06