



O C W E N
Financial Corporation

FILED

91 AUG 22 PM 12: 21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

875556
August 20, 1991

VIA FEDERAL EXPRESS

400267030544

Department of State
Division of Corporations
407 East Gaines Street
Tallahassee, Florida 32314

RE: OFC MERGER SUBSIDIARY, INC.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, together with the Designation and Acceptance of the proposed corporation's registered agent.

Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy of the articles.

Thank you for your assistance in this matter.

AUG 23 1991 BSB

Very truly yours,

875556

Anne W. Hawkyard
Litigation Coordinator

AWH:dad

Enclosure

pc: Stephen P. Wilhoit

AWH.DOSOFCLTR

515 North Flagler Drive
P-400
West Palm Beach, FL 33401
(407) 832-2221
(407) 832-8872 (Telecopier)

**ARTICLES OF INCORPORATION
OF
OFC MERGER SUBSIDIARY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I.

CORPORATE NAME

The name of this corporation is:

OFC Merger Subsidiary, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The address of the principal office and the mailing address of this corporation are:

515 North Flagler Drive
Pavilion - Fourth Floor
West Palm Beach, Florida 33401

ARTICLE III.

CAPITAL STOCK

The total number of shares of all classes of capital stock that this corporation shall have authority to issue shall be 20,250,000 shares, of which 20,000,000 shares shall be shares of Common Stock of the par value of \$.01 each and 250,000 shares shall be shares of Preferred Stock of the par value of \$1.00 each.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock shall be as follows:

(A) The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolutions providing for the issue thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation, or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

- (1) the designation of and number of shares constituting such series;
- (2) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or of any other series of capital stock, and whether such dividends shall be cumulative or non-cumulative;
- (3) whether the shares of such series shall be subject to redemption by this corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
- (4) the terms and amounts of any sinking fund, if any, provided for the purchase or redemption of the shares of such series;
- (5) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of this corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustments and other terms and conditions of such conversion or exchange;
- (6) the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of the directors or otherwise;
- (7) the restrictions, if any, on the issue or reissue of any additional Preferred Stock; and
- (8) the rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, this corporation.

(B) Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolutions of the Board of Directors creating any series of Preferred Stock, the holder of any such series shall have no voting power whatsoever.

ARTICLE IV.

AFFILIATE TRANSACTIONS; CONTROL-SHARE ACQUISITIONS

This corporation hereby expressly elects not to be governed by Fla. Stat. §607.0901, as the same may be amended or supplemented.

Fla. Stat. §607.0902, as amended or supplemented, shall not apply to control-share acquisitions of shares of this corporation.

ARTICLE V.

INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of Fla. Stat. §607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Pavilion - Fourth Floor, West Palm Beach, Florida 33401. The initial registered agent of this corporation at that office is John R. Erbey.

ARTICLE VII.

INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is Stephen C. Wilhoit, 515 North Flagler Drive, Pavilion - Fourth Floor, West Palm Beach, Florida 33401.

The undersigned has executed these Articles of Incorporation on August 8, 1991.



Stephen C. Wilhoit
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

DESIGNATION

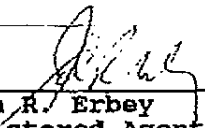
Pursuant to the provisions of Fla. Stat. §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is OFC Merger Subsidiary, Inc.
2. The name of the registered agent is John R. Erbey.
3. The address of the registered agent/registered office is 515 North Flagler Drive, Pavilion - Fourth Floor, West Palm Beach, Florida 33401.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: August 8, 1991



John R. Erbey
Registered Agent

S75556

The Articles of Merger and Name Change filed on September 27, 1991; Articles of Merger filed November 2, 1992; Amended and Restated Articles filed July 26, 1996; and Annual Reports for years 1992, 1993 and 1994 are missing from the archived record. See attached letter requesting copies.



FLORIDA DEPARTMENT of STATE

RICK SCOTT
Governor

KEN DETZNER
Secretary of State

October 2, 2014

OCWEN FINANCIAL CORPORATION
P.O. BOX 24737
WEST PALM BEACH, FL 33416-4737

Subject: OCWEN FINANCIAL CORPORATION
Ref. Number: S75556

To Whom It May Concern,

In a recent audit of our records we have determined the microfilmed records of the above corporation have been misplaced or lost. This affects filings between the years of incorporation through 1996. We have been able to recover a copy of the articles of incorporation filed August 22nd, 1991, but have not been able to recover any other filings that occurred through 1996.

The purpose of this letter is to ask if you have a copy of all, or some, of the missing filings, would it be possible to provide our office copies of the following documents:

- 1 -Articles of Merger and Name Change filed September 27, 1991, merging OCWEN FINANCIAL CORPORATION, a Delaware corporation into OFC MERGER SUBSIDIARY, INC. and then changing its name to OCWEN FINANCIAL CORPORATION.
- 2 - Articles of Merger filed November 2, 1992 merging LAKE WORTH ASSOCIATES, INC., into OCWEN FINANCIAL CORPORATION.
- 3 - Amended and Restated Articles filed July 26, 1996.
- 4 - the corporate annual reports for the years 1992, 1993 and 1994. Unfortunately I do not have the file dates for these. The corporate annual report is not a financial statement, it is a renewal of the corporate status and is used to update the corporation's principal and mailing address, registered agent's name and address, and the title(s), name and address of the officers/directors of the corporation.



If you are able to locate copies of these filings, please send them to my attention at:

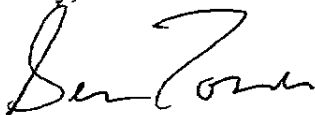
Attn: Sean Toner
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

You may also email them to me at SEAN.TONER@DOS.MYFLORIDA.COM.

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (850) 245-6989.

Sincerely,



Sean Toner
Chief, Bureau of Commercial Information Services
Division of Corporations



Division of Corporations. Clifton Building. 2661 Executive Center Circle. Tallahassee, FL 32301
Commemorating 500 years of Florida history www.fl500.com

