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BASIC AMENDMENT  
FAMILY FIRST MORTGAGE CORP.

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**ARTICLES OF AMENDMENT AND RESTATEMENT  
of the  
ARTICLES OF INCORPORATION  
of  
FAMILY FIRST MORTGAGE CORP.**

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Pursuant to Section 607.1007, Florida Statutes, Family First Mortgage Corp., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment and Restatement of its Articles of Incorporation:

**FIRST:** The Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") are set forth in **EXHIBIT A**.

**SECOND:** The Articles of Amendment and Restatement were adopted as of December 29, 2003.

**THIRD:** The Amended and Restated Articles were adopted by the unanimous consent of the shareholders of the Corporation.

Signed this 29<sup>th</sup> day of December, 2003.

FAMILY FIRST MORTGAGE CORP.,  
a Florida corporation

By:

  
Gregory L. Hill, President

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**EXHIBIT A****AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
FAMILY FIRST MORTGAGE CORP.****ARTICLE I  
NAME**

The name of the Corporation is **FAMILY FIRST MORTGAGE CORP.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at 33 Old Kings Road North, Suite 1, Palm Coast, Florida 32137; the mailing address of the Corporation is 33 Old Kings Road North, Suite 1, Palm Coast, Florida 32137.

**ARTICLE III  
CAPITAL STOCK**

(a) Authorized Shares. The total number of shares that may be issued by the Corporation is 10,000 having a par value of \$0.01 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for fully and shall be nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

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**ARTICLE IV**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation is located at 33 Old Kings Road North, Suite 1, Palm Coast, Florida 32137; the name of the registered agent of the Corporation at that address is Gregory L. Hill.

**ARTICLE V**  
**DIRECTORS**

(a) Governance by Board of Directors. The Corporation shall be managed by a Board of Directors.

(b) Number. The Corporation shall have three directors. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(c) Names of Initial Directors. The names and addresses of the initial directors until the next annual meeting of the shareholders, are as follows:

<i>Name</i>	<i>Address</i>
Gregory L. Hill	33 Old Kings Road North, Suite 1 Palm Coast, Florida 32137
Glenn M. Hill	33 Old Kings Road North, Suite 1 Palm Coast, Florida 32137
Thomas L. Bowen	33 Old Kings Road North, Suite 1 Palm Coast, Florida 32137

(d) Indemnification. The Board of Directors is specifically authorized to indemnify directors, officers, employees and agents of the Corporation to the fullest extent permitted by law.

**ARTICLE VI**  
**BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to alteration, amendment or repeal by the directors.

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**ARTICLE VII  
DURATION**

This Corporation shall exist perpetually.

END OF DOCUMENT.

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