

FD2000002118

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WORTH FUNDING INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

FRED DUNPHY

(Name of Person)

WORTH FUNDING INCORPORATED

(Firm/Company)

18400 VON KARMAN, SUITE 1000

(Address)

IRVINE, CA 92612

(City/State and Zip code)

For further information concerning this matter, please call:

FRED DUNPHY

(Name of Person)

at (949) 862-7711

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

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

J. BRYAN APR 29 2002

FILED
2002 APR 25 PM 12:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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-04/23/02--01038--004
*****87.50 *****87.50

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. WORTH FUNDING INCORPORATED
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. CALIFORNIA 3. 95-4729811
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/23/99 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. 26679 W. AGOURA RD., STE. 200, CALABASAS, CA 91302
(Principal office address)
- SAME AS 7. ABOVE
(Current mailing address)
8. RESIDENTIAL MORTGAGE LENDING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: PARACORP INCORPORATED
- Office Address: 236 EAST 6TH AVE
TALLAHASSEE, Florida 32303
(City) (Zip code)

10. Registered agent's acceptance:

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

SEE REGISTERED AGENT CONSENT FORM

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHED LIST OF DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHED LIST OF EXECUTIVE OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

STERGIOS THEOLOGIDES, SECRETARY

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

WORTH FUNDING INCORPORATED
26679 W. AGOURA ROAD, SUITE 200
CALABASAS, CA 91302
818-871-0772

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TALLAHASSEE, FLORIDA

BUSINESS INFORMATION	TITLE(S)	PERSONAL INFORMATION
PATTI M. DODGE AKA Patti Dodge 18400 Von Karman, Suite 1000 Irvine, CA 92612 (949) 224-5719	Chief Financial Officer	26 Oroville Irvine, CA 92602 (714) 389-0657 SS # 557-43-0332 DOB: September 15, 1960
CHRISTOPHER D. FARRAR AKA Chris Farrar 26679 W. Agoura Road, Suite 200 Calabasas, CA 91302 (818) 871-0772	Chief Operating Officer Director	6855 Wildlife Road Malibu, CA 90265 (310) 457-8349 SS# 550-57-1151 DOB: February 21, 1966
EDWARD F. GOTSCHALL AKA Ed Gotschall 18400 Von Karman, Suite 1000 Irvine, CA 92612 (949) 224-5701	Director	18 Palomino Coto de Caza, CA 92679 (949) 459-2570 SS# 302-56-7288 DOB: February 11, 1955
DAVID R. MC GEE AKA Dave McGee 26679 W. Agoura Road, Suite 200 Calabasas, CA 91302 (818) 871-0772	President and CEO Director	5609 Sloan Place Calabasas, CA 91302 (818) 880-8995 SS# 560-51-1890 DOB: August 29, 1962
BRADLEY A. MORRICE AKA Brad Morrice 18400 Von Karman, Suite 1000 Irvine, CA 92612 (949) 224-5757	Chairman of the Board	718 Davis Way Laguna Beach, CA 92651 (949) 499-1504 SS# 385-58-9583 DOB: July 9, 1956
STERGIOS THEOLOGIDES AKA Terry Theologides 18400 Von Karman, Suite 1000 Irvine, CA 92612 (949) 963-7243	General Counsel Secretary	6 Arbusto Irvine, CA 92606-7698 (949) 773-0830 SS# 477-64-4025 DOB: August 8, 1966

FEBRUARY 15, 2002
WORTH FUNDING INCORPORATED
A CALIFORNIA CORPORATION
INCORPORATED ON FEBRUARY 23, 1999
FEIN: 95-4729811 (CURRENT)
FEIN: 91-2033061 (FORMER)

STATE OF FLORIDA
REGISTERED AGENT CONSENT FORM

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

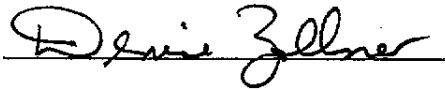
DATE: 4/19/02

ENTITY NAME: Worth Funding Incorporated

REGISTERED AGENT NAME AND ADDRESS:

Paracorp Incorporated
236 East 6th Avenue
Tallahassee, FL 32303

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in that capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.



Denise Zollner, Assistant Secretary
Paracorp Incorporated

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **23RD of FEBRUARY, 1999, WORTH FUNDING INCORPORATED** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of APRIL 16, 2002.