

F03600004217

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

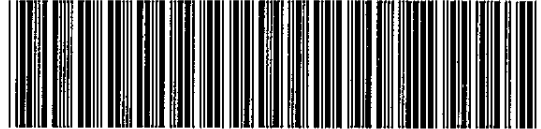
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED  
03 AUG 22 AM 10:35  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

BK

FILED  
03 AUG 22 PM 4:47  
TALLAHASSEE, FLORIDA

ACCOUNTING COVER SHEET

ACCOUNT NUMBER: FCAC000000005

REFERENCE: 1778474  
(Sub Account)

DATE: 8/22

REQUESTOR NAME: Lexis Document Services

ADDRESS:

TELEPHONE: ( ) ( - ) ext ( )

CONTACT NAME:

CORPORATION NAME: SM Financial Corp.

Cross Reference Name: Summit Mortgage Corp.

DOCUMENT NUMBER: \_\_\_\_\_  
(if applicable)

AUTHORIZATION: Cynthia J. Woodyard

170.00

- CERTIFIED COPY (1-9)
- CERTIFICATE OF STATUS (1-9)
- PLAIN STAMPED COPY

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- After 4:00
- Pick Up

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AUG 22 11 47 AM '08  
TALLAHASSEE  
FLORIDA

**UNANIMOUS WRITTEN CONSENT OF  
THE SHAREHOLDERS AND BOARD OF DIRECTORS  
OF SUMMIT MORTGAGE CORP.  
(an Arizona corporation)**

03 AUG 22 PM 1:47  
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TALLAHASSEE, FLORIDA

The undersigned, being the all of the shareholders and directors of Summit Mortgage Corp. an Arizona corporation, do hereby consent to and adopt the following resolutions by unanimous written consent pursuant to Sections 10-702 and 10-821 of the General Corporation Law of the State of Arizona, as amended:

WHEREAS, the shareholders and directors desire to qualify to transact mortgage brokerage services in the States of Indiana, Michigan, Florida and Wisconsin (the "New Jurisdictions"); and

WHEREAS, it has come to the attention of the Corporation that it will be unable to transact business in the New Jurisdictions under the corporate name "Summit Mortgage Corp."; and

WHEREAS, the shareholders and directors deem it to be in the best interest of the Corporation to transact business in the New Jurisdictions under the name, "SM Financial Corp."; and

WHEREAS, the shareholders and directors deem it to be in the best interest of the Corporation to file whatever forms are deemed necessary to qualify the Corporation to transact business in the New Jurisdictions and adopt a fictitious or assumed name;

NOW, THEREFORE, BE IT RESOLVED: That the shareholder and directors of the Corporation hereby approve, confirm and adopt the use of the assumed name SM Financial Corp. and the qualification of the Corporation to transact business in the New Jurisdictions;

FURTHER RESOLVED: That the Corporation is hereby authorized, directed and empowered to execute, perform and deliver all such filings and documents and instruments to be executed and delivered in connection therewith, such documents and instruments to be in

substantially the form presented to the director with such changes, modifications and amendments thereto as any proper officer of the Corporation shall deem necessary or appropriate, the approval of which shall be conclusively established by such officer's execution and delivery thereof;



FURTHER RESOLVED: That the President, the Secretary or any proper officer of the Corporation, is hereby authorized, directed and empowered, in the name and on behalf of the Corporation, to execute, deliver and perform all documents and instruments to be executed and delivered in connection therewith, such documents and instruments to be in substantially the form presented to the directors with such changes, modifications and amendments thereto as such officers of the Corporation shall deem necessary or appropriate, the approval of which shall be conclusively established by such officer's execution and delivery thereof; and

FURTHER RESOLVED: The shareholders and directors hereby ratify, confirm and approve all prior uses of the name SM Financial Corp.;

FURTHER RESOLVED: That the proper officers of the Corporation are hereby authorized and directed to take all steps and do all acts and things, including the execution and delivery of documents and instruments, as are or may be necessary or appropriate to effectuate the purpose and intents of the foregoing resolutions.

No further actions were taken on this date.

DATED: August 1, 2003

  
\_\_\_\_\_  
Michael Cohen  
  
\_\_\_\_\_  
Michael Waldman

BEING ALL OF THE SHAREHOLDERS AND DIRECTORS OF SUMMIT MORTGAGE CORP.

03 AUG 24 PM 1:47  
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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Michael Coehn

Address: 401 North Franklin, 2nd Floor, Chicago, IL 60610  
\_\_\_\_\_

Director: Michael Waldman

Address: 401 North Franklin, 2nd Floor, Chicago, IL 60610  
\_\_\_\_\_

B. OFFICERS

President: Michael Cohen

Address: 401 North Franklin, 2nd Floor, Chicago, IL 60610  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Michael Waldman

Address: 401 North Franklin, 2nd Floor, Chicago, IL 60610  
\_\_\_\_\_

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. Michael Waldman

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

03 AUG 22 11:48 AM  
TALLAHASSEE, FLORIDA  
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# STATE OF ARIZONA



03 AUG 22 PM 1:48  
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TAMPA FLORIDA

Office of the  
**CORPORATION COMMISSION**

**CERTIFICATE OF GOOD STANDING**

To all to whom these presents shall come, greeting:

I, James G. Jayne, Interim Executive Secretary of the Arizona Corporation Commission, do hereby certify that

**\*\*\*SUMMIT MORTGAGE CORP.\*\*\***

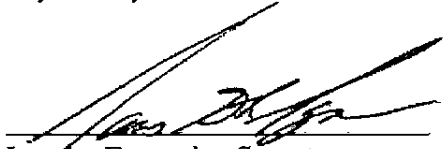
a domestic corporation organized under the laws of the State of Arizona, did incorporate on April 8, 1997.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 15th Day of August, 2003, A. D.



  
Interim Executive Secretary

By 