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

The undersigned, being the all of the shareholders and directors of Summit Mortgage Coro., 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

nickael Waldman

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

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. Summit Mortgage Corp. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" of 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.) (State or country under the law of which it is incorporated)

3. 86-0863259 5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual") (Date of incorporation) 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.) 7 401 North Franklin, 2nd Floor, Chicago, IL 60610 (Principal office address) 401 North Franklin, 2nd Floor, Chicago, IL (Current mailing address) 8. The transaction of mortgage brokerage services and other services related thereto. (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) LexisNexis Document Solutions Inc. Name: Office Address: 1201 Hays Street , Florida 32301 (Zip code) (City) 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.

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.

Criptal Bales, asst. Secretari

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. (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)



STATE OF ARIZONA



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.

DITAT DEUS 1000

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 Nathan 7