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TALLAHASSEE, FLORIDA

VH

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Bay Capital Mortgage Corporation
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," or "Certificate of Good Standing" 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:

Daniel J. Spotts
Name of Person
Bay Capital Mortgage Corporation
Firm/Company
801 Compass Way #208
Address
Annapolis, Md 21401
City/State and Zip code
dan@baycapitalmortgage.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel J. Spotts at (410) 974-6044
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 16, 2012

DANIEL J. SPOTTS
801 COMPASS WAY #208
ANNAPOLIS, MD 21401

SUBJECT: BAY CAPITAL MORTGAGE CORPORATION
Ref. Number: W12000057992

We have received your document for BAY CAPITAL MORTGAGE CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 612A00027703

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. Bay Capital Mortgage Corporation
(Enter name of corporation: must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co." or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Maryland 3. 52-1867436
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/10/1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. (Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 801 Compass Way #208 Annapolis, Md 21401
(Principal office address)

801 Compass Way #208 Annapolis, Md 21401
(Current mailing address)

8. Mortgage Banking / Mortgage Brokerage
(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 NOT acceptable)

Name: G. Russell Donaldson

Office Address: 10130 Northlake Blvd Suite 112

West Palm Beach, Florida 33412
(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.

[Handwritten signature of G. Russell Donaldson]
(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Leo W. Dunn

Address: 801 Compass Way Suite 208 Annapolis, Md

Director ~~Walter B. Watkins~~: Daniel J Spotts

Address: 801 Compass Way Suite 208 Annapolis, Md

Director: Walter B. Watkins

Address: 801 Compass Way Suite 208 Annapolis, Md

Director: Robert R. Wheatley Jr.

Address: 801 Compass Way Suite 208 Annapolis, Md

B. OFFICERS

President: Daniel J. Spotts

Address: 801 Compass Way Suite 208 Annapolis, Md

Vice President: Robert R. Wheatley

Address: 801 Compass Way Suite 208 Annapolis, Md

Secretary: Walter B. Watkins

Address: 801 Compass Way Suite 208 Annapolis, Md

Treasurer: Joseph P. Myers

Address: 801 Compass Way Suite 208 Annapolis, Md

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

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Daniel J. Spotts President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT BAY CAPITAL MORTGAGE CORPORATION, INCORPORATED FEBRUARY 10, 1994, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS NOVEMBER 13, 2012.



Paul B. Anderson
Charter Division



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TALLAHASSEE, FLORIDA

301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097