

F17 000002977

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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FILED  
2021 OCT 14 PM 3:25  
CLERK OF STATE  
TALLAHASSEE, FL

**COVER LETTER**

**TO:** Amendment Section Division of Corporations

**SUBJECT:** Members Mortgage Company Inc.

Name of Corporation

**DOCUMENT NUMBER:** F17000002977

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Denise Dilorio

Name of Contact Person

Members Mortgage Company Inc.

Firm/Company

90 Maple Street

Address

Stoneham Ma 02180

City/State and Zip Code

denise@membersmortgage.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Denise Dilorio

at ( 781 ) 376-2805

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy

☒ \$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR**  
**AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F17000002977

(Document number of corporation (if known))

1. Members Mortgage Company Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Massachusetts

(Incorporated under laws of)

3. June 28, 2017

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 19, 2017

5. Members Mortgage Company, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

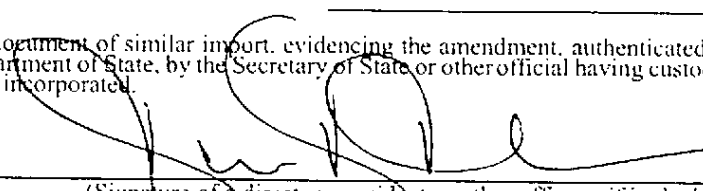
*Signature of New Registered Agent, if changing*

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TALLAHASSEE, FL

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
 \_\_\_\_\_  
 (Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)  
 Denise Dilorio  
 \_\_\_\_\_  
 (Typed or printed name of person signing)

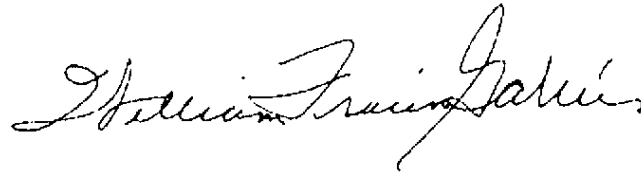
\_\_\_\_\_  
 EVP, CFO  
 \_\_\_\_\_  
 (Title of person signing)

**FILING FEE \$35.00**

THE COMMONWEALTH OF MASSACHUSETTS

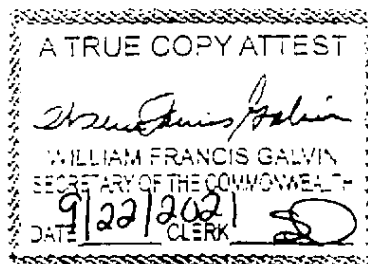
I hereby certify that, upon examination of this document, duly submitted to me, it appears  
that the provisions of the General Laws relative to corporations have been complied with,  
and I hereby approve said articles; and the filing fee having been paid, said articles are  
deemed to have been filed with me on:

December 19, 2017 04:36 PM



WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



D  
PC

## The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

### Articles of Merger Involving Domestic Entities (General Laws Chapter 156D, Section 11.06; 950 CMR 113.36)

FORM MUST BE TYPED

(1) Exact name of each domestic corporation or other entity involved in the merger:

Members Mortgage Company, Inc.

Members Mortgage Trust

(2) Exact name of the surviving entity: Members Mortgage Company, Inc.

(3) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: \_\_\_\_\_

(check appropriate box)

(4) ☒ The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

☐ The plan of merger did not require the approval of the shareholders.

(5) Participation of each other entity was duly authorized by the law under which the other entity is organized or by which it is governed and by its articles of organization or other organizational documents.

(6) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(7) Attach the articles of organization of the surviving entity where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

Signed by



(signature of authorized individual)

☐ Chairman of the board of directors,☒ President,☐ Other officer,☐ Court-appointed fiduciary,

Joseph P. Zampitella, President

on this

19<sup>th</sup>

day of

December

2017

Signed by



(signature of authorized individual)

☐ Chairman of the board of directors,☐ President,☒ Other officer,☐ Court-appointed fiduciary,

Joseph P. Zampitella, Trustee

on this

19<sup>th</sup>

day of

December

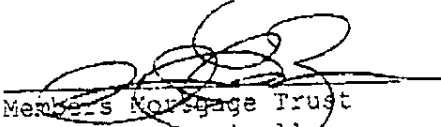
2017

MEMBERS MORTGAGE TRUST  
TRUSTEE CONSENT

The undersigned, being the only trustee of Members Mortgage Trust, a Massachusetts business trust (the "Trust") hereby consents to the following action and the following votes:

VOTED: To terminate the Members Mortgage trust dated December 18, 2001, to be effective to be effective on December 19, 2017.

Dated: December 19, 2017

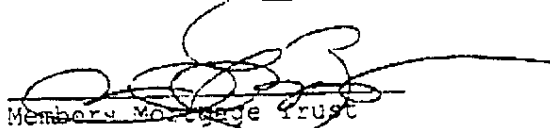
  
Members Mortgage Trust  
Joseph P. Zampitella,  
As Trustee  
and not individually

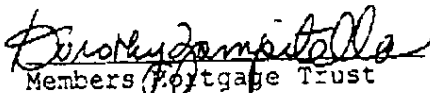
MEMBERS MORTGAGE TRUST  
SHAREHOLDERS' CONSENT

The undersigned, being the shareholders of shares of beneficial interest of Members Mortgage Trust, a Massachusetts business trust (the "Company") representing all of such votes authorized to be cast for such shares, outstanding and entitled to vote hereon, hereby consents to the following action and the following votes:

VOTED: To terminate the Members Mortgage Trust dated December 18, 2001, as per Article VIII, Section 8.1. to be effective on December 19, 2017.

Dated: December 19, 2017

  
Members Mortgage Trust  
Joseph P. Zampitella,  
Shareholder

  
Members Mortgage Trust  
Dorothy Zampitella,  
Shareholder