

**Schedule 6.24**

**RTC/FDIC Audits**

On a regular basis and in the ordinary course of business, the Company is subject to audit by or on behalf of the RTC, the FDIC and the General Accounting Office. As of the date of the Agreement, no on-site audit is in progress.

## **Schedule 7.2**

### **Required Consents--NorthCorp & Newco**

To the best of the Stockholders' knowledge, the execution, delivery and performance of this Agreement and the consummation of the transactions contemplated by this Agreement are subject to the approval and consent of:

- 1) As to the FDIC USB/RALA contract, the Federal Deposit Insurance Corporation.
- 2) As to the RTC Kansas City and Atlanta SAMDA contracts, the Resolution Trust Corporation and/or the Federal Deposit Insurance Corporation.

Schedule 8.1(c)  
Anne Camner Personalty

1. Red velvet antique couch located in the reception area.
2. Round coffee table located in reception area.
3. Two side chairs located in reception area.
4. Oriental rug in reception area.
5. End table with drawer and cabinet in reception area.
6. End table with marble top in reception area.
7. All furniture in her office, including but not limited to:
  - executive desk
  - credenza
  - executive chair
  - two side chairs
  - one end table
  - wood filing cabinet
  - brass lamp
  - four wall hangings
  - small round coffee table with shell on top
  - any and all personal effects.

**Schedule 8.8  
Non-Competition**

No activity conducted by the following entities shall be deemed to violate Section 6.8:

CSF Holdings, Inc. its subsidiaries and affiliates, including Citizens Federal Bank, a Federal Savings Bank.

BankUnited Financial Corporation, its subsidiaries and affiliates, including BankUnited, FSB.

Stuzin and Camner, P.A.

Any other entities which exist solely to service, manage, work out, sell and consult on, including, but not limited to:

Southeast Realty Management, Inc.  
Southeast Realty Investments Corporation  
Mortgage Corporation of the Southeast  
Mortgage and Realty Corporation of the Southeast.

It is also understood that the term, Competing Business, shall not include Anne Camner's use of either her real estate license or license to practice law, so long as she does not associate herself with an entity, the sole purpose and business of which is to provide services to the RTC and/or the FDIC.

**Schedule 8.9**

**No Solicitation (Employees Excluded)**

**Solicitation for employment or the hiring of the following individual shall not be prohibited by Section 8.9 of the Agreement:**

**Paula Ramos**

F95000003001

Document Number Only

96 FEB 27 PH 3:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

500001725615

-02/27/96--01102--020

\*\*\*\*\*35.00 \*\*\*\*\*35.00

NorthCorp Newco, Inc.

Changed name to:

CSW Associates, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

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2/27/96  
N. HENDRICKS FEB 27 1996

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA

96 FEB 27 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. NorthCorp Nowco, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: June 21, 1995

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?


July 5, 1995

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

CSW Associates, Inc.

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

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

  
Signature  
Name and Title  
STEPHEN W. BROWN, SECRETARY

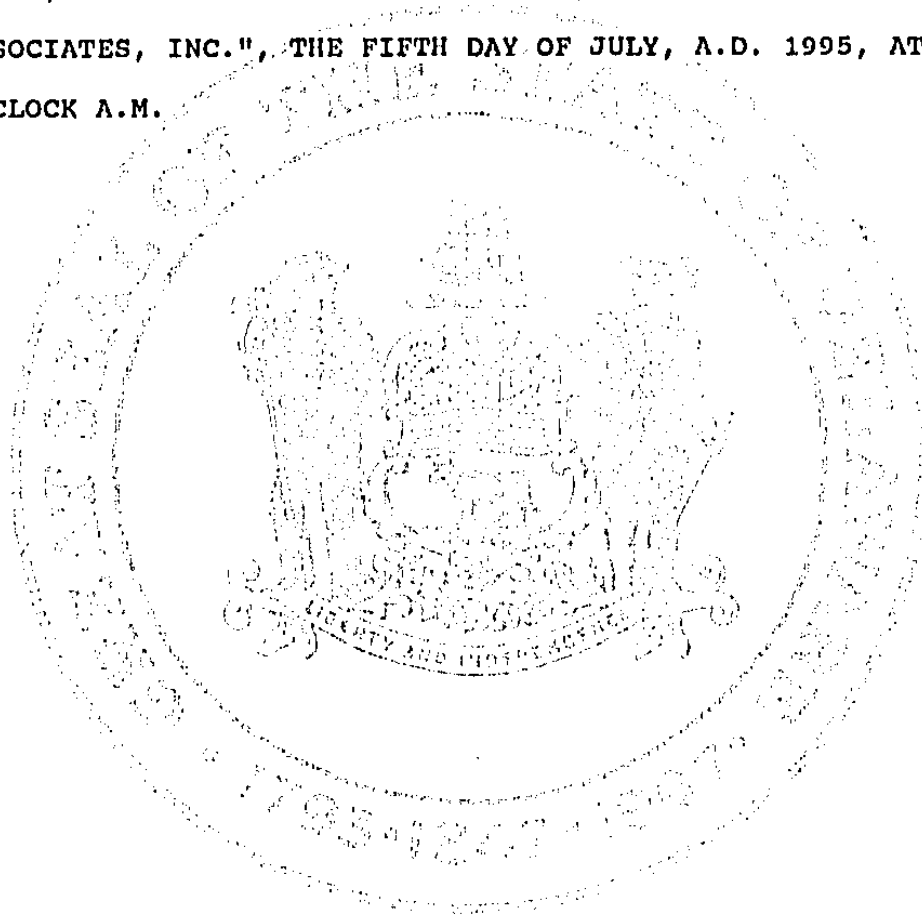
2/7/96  
Date

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NORTHCORP NEWCO, INC.", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "CSW ASSOCIATES, INC.", THE FIFTH DAY OF JULY, A.D. 1995, AT 11 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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02-07-96