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Respond to: Bloomfield Hills

June 15, 1995

Florida Department of State **Division of Corporations** P.O. Box 6327 Tallahassee, FL 32314

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First of America Origination Company's Application by Foreign Corporation

for Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed please find the Application by Foreign Corporation for Authorization to Transact Business in Florida for First of America Origination Company and our check for \$70.00. Please process this request in your usual manner. If you have any questions or need any additional information, please contact me at (810) 433-7347. Thank you for your prompt attention to this matter.

Very truly yours,

HOWARD & HOWARD ATTORNEYS, P.C.

thy E. Kroyel

Enclosures

David L. Stimpson

Peggy Wood

Sandra M. Traicoff, Esq.

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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:

First of America (Name of corporation: must abbreviations of like import or parmership if not so cont	Ortgination (include the word in language as w alned in the name	Compai I TNCC ill closs o at pro	IV DRPORATE rly Indicate osenc)	D', 'C that it	OMPAN I Is a cor	Y*,*CORP poradon ir	ORATIO	N° or word a natural	s or parson
2. <u>Michtean</u> (Sate or country under the k	ıw of which it is i	ncorpo	3.	(F	38-32 El numb	233494 er, if applic	:able)		
4. March 29, 1995 (Date of Incorporation		5	Perpeti	ın.l.				· ·	
(Data of Incorporation)		(Duration:	Year	carp. w	ll cease to	oxist or	*parpatual	')
6. N/A (Date first transacted busine	na in Electric in			7 150				,	
		9000001	# 607,1501, sc	7,160	and all	.155, <i>F.</i> S.)			
7. One First of Americ	en Parkway								
Kalamazoo, MI 4900	09-8002							\widetilde{D}	t
Kalamazoo, MI 4900	Current mailing :	addres	s)		 , .				
8. Nortgage Lending (Purpose(s) of corporation 9. Name and street add						ed out in th	18 នដាយ ៤	of Florida)	······
Name:	David H	urst	<u> </u>			_			
Office Address: _	6666_22nd	_Aven	ue_North			_			
_	St. Peter	sburg	<u>.</u>			Elorida .	3371	n	
•						, , , , , , ,		Code)	
IO. Registered agent's	acceptance:								
Having been named as resorporation at the place eagistered agent and agre of all statutes relative to the obligation of the obligation.	designated in e to act in this he proper and	this of capa comp	applicatio ncity. I fur plete perf	on, I ther forma	hereby agree ance oi	accept to compi my duti	the ap	pointme he provi	nt as sions
	(Registered a	gents	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.

12,	Names and addresse	s of officers and/or directors:
A.	DIRECTORS	
	Chairman:	Please see attached Exhibit A
	Addrass:	
	Vice Chair	man:
	Addrass: _	
	•	
	Director: _	- Antonio
	Address: _	
	•	
	Address: _	
В.	OFFICERS	
	President:	Please see attached Exhibit A
	_	
	Vice Presid	ient:
	Secretary:	
	Address:	
	Treasurer:	
	Address:	

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

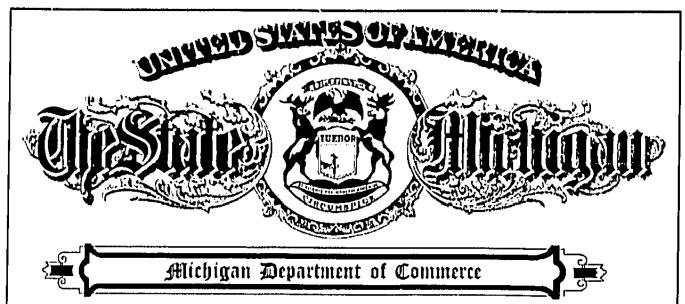
13. (Signature of Churman, Ace Chairman, or any officer listed in number 12 of the application)

14. David L. Stimpson, President
(Typed or printed name and capacity of person signing apparation)

EXHIBIT A

FIRST OF AMERICA ORIGINATION COMPANY LIST OF DIRECTORS AND OFFICERS

Name	Office	Address
David L. Stimpson	Director, President	One First of America Parkway Kalamazoo, MI 49009-8002
Rick Smalldon	Executive Vice President, Secretary	One First of America Parkway Kalamazoo, MI 49009-8002
Carolyn Rishel	Vice President, Treasurer	One First of America Parkway Kalamazoo, MI 49009-8002
Richard Chormann	Director	211 S. Rose Street Kalamazoo, MI 49007
Stanley Ommen	Director	115 E. Washington Street Bloomington, IL 61701
David Fisher	Director	211 S. Rose Street Kalamazoo, MI 49007
Don Kenney	Director	211 S. Rose Street Kalamazoo, MI 49007
Thomas W. Lambert	Director	211 S. Rose Street Kalamazoo, MI 49007
Joe Gregoire	Director	1111 W. 22nd Street Oak Brook, IL 60521
William Cole	Director	108 E. Michigan Avenue Kalamazoo, MI 49007



Lansing, Michigan

This is to Certify That

FIRST OF AMERICA ORIGINATION COMPANY

was validly incorporated on March 29, 1995, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 5th day of June, 1995.

ul Lyson. Direction

Corporation & Securities Bureau

HOWARD & HOWARD

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The Creve Coeur Building, Suite 200 321 Liberry Street Proces Illinois 61402-1403

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JOHN G. HAYWARD
JOSEPH H. HLMKER L. +
FREDERICK G. HOLFMAN +
DAVID L. HOLMES
WILLIAM H. HONAKLR T.
JOHN G. HOWARD

DIADAM J HOWARD . F MIGHAEL REMP + DAMPEL N. KING * JOH H KINESCH!

JAMES II KONIKU

LIMOTHY E KHAEPEL

PETER J LYMINSTON

IAMUS E LOZIER

D CHAIG MARTIN

HOTIERT F MILORIC **

HAROLD W MILTON, JR **!

ROBERT D, MOLLHAREN I **

C DOUGLAS MOLLAS C. DOUGLAS MORAN LAWRENCE J MURPHY 1 *
THEODORF W OLDS !! SUBAN E PADLEY CHANGED G S PARK GARY A PLIERS + * + JEFFREY G HAPRELSON HRAD A RAYLE BRIAN J BENAUD

DAVID C. RIGGS BLARE R. BRIGSMUTH TEONARD W BACHR + HONNEY AWUSCH DEBORAH M SCHMEIDER RAYMOND E BOOTE!! JONE SHAGHELFORD ::
JOHE T STECCO
TODD M STENEHRON
MICHAEL V SUCAET
FHOMAS J TALLERICO -HAMMA A TALE HIGGS
SANDRA M THAIGDEF >
DONALD F TUCKER
PATRICK R VAN TIFLIN
SHAMUA M VANWAGONER MARY F MICHENS
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AUGMENT A AUGMANNING MINGLY M. WITTEHORT THOMAS J. WITTEHORT TOUNE YOUNG MARLA G. ZWAS

WILLIAM G. HOWARD [1846-1900] HARRY C. HOWARD (TR71-1946) WILLIAM J. HOWARD (1904-1993)

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July 17, 1995

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

First of America Origination Company

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for FOA Mortgage Company. Also enclosed is an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for First of America Origination Company which has changed its name to First of America Mortgage Company. It is our understanding that the new name should be available by virtue of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for FOA Mortgage Company. Finally, I have also enclosed our check number 13313 for \$70.00 representing the combined filing fees for the transactions set forth above. Please contact the undersigned at (810) 433-7347 if you have any questions or problems.

Very truly yours.

HOWARD & HOWARD ATTORNEYS, P.C.

Timothy E. Kraepel

Enclosures

Sandra M. Traicoff, Esq. cc: Peggy Wood

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PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to 8. 607.1504, F.S.)

SECTION I (1-3 must be completed)

AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to 8. 607.1504, F.S.)
SECTION I (1-3 must be completed) 1. First of America Origination Company
1. First of America Origination Company Name of corporation as it appears on the records of the Department of State.
2. Mtchtgan 3. June 23, 1995 Incorporated under laws of Date authorized to do business in Florida
(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? 5. First of America Mortgage Company. Name of corporation after the amendment, adding sulfix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in newname of the corporation. 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.
NewJurisdiction To Q Signature David L. Strimpson Typed or printed name President Typed or printed name Titta



Michigan Department of Commerce

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

'n testimony whereof, i have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 6th day of July, 1995.

SEAL APPEARS ONLY ON ORIGINAL

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Directo

Corporation & Securities Bureau

CLE TAN (A SE)		0958M2597 '0628 'DEGREE 950.0
MICHIGAN	DEPARTMENT OF COMMERCE CO	DRPORATION AND SECURITIES BUREAU
Date Neceived	Adjusted per tolephone muthors Sandra H. Tratcolf	eation from (FOR BUREAU USE ONLY)
JUN_28_1995_		FILED
·		JUN 2 9 1995
Timothy E. Kraepol, Esq. Howard & Howard Attorneys, P.C.		Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau
400 N. Woodward	Avenue, Suite 101	EFFECTIVE DATE: July 1, 1995
Noomfield Hills	MI 48304-2856	

CERTIFICATE OF MERGER / CONSOLIDATION

For use by Domestia or Foreign Corporations (Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), and/or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Cartificate:

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ion and its corporation i	dentification number is:	
		272-22
ute:		
esignation and per of outstanding es in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
O Common	Common	N/A
O.Common	Common	N/A
		
	 	
prior to the effective de	ite of the merger or consolic	dation, the manner in which
	ompany ste: asignation and er of outstanding es in each class or series O Common	esignation and er of outstanding es in each class or series of shares entitled to vote O Common Common

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	d. For each constituent nonstock corporation (i) if it is organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.
1	N/A
,	(ii) if it is organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.
l	N/A
	e. The terms and conditions of the proposed merger (consolidation), including the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving (consolidated) corporation, or into cash or other consideration, are as follows:
	Sea attached Exhibit A
	f. If a consolidation, the Articles of incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:
	Article I of the Articles of Incorporation is hereby umended to read as follows:
	The name of the corporation is:
	First of America Mortgage Company -
ç	. Other provisions with respect to the merger (consolidation) are as follows:
	See attached Exhibit A (Agreement and Plan of Merger) which will be furnished by the surviving corporation, First of America Origination Company, on request and without cost, to any shareholder of any constituent corporation.
2	(Complete for any foreign corporation only)
	This merger (consolidation) is permitted by the laws of the state of <u>Arizona</u> the jurisdiction under which <u>FOA Mortgage Company</u>
	is organized and the plan of merger (consolidation) was adopted and approved by such corporation pursu-
	ant to and in accordance with the laws of that jurisdiction.
_	
3,	(Complete only if an effective date is desired other than the date of filling. This date must be no more than 90 days after receipt of this document in this office).
,	The merger (consolidation) shall be effective on the lstday of _July

4. (Co	emplate applicable section for each constituent corporation)
A.	(For domestic profit corporations only)
	The plan of merger was approved by the unanimous consent of the incorporators of
	commenced business, has not issued any shares, and has not elected a Board of Directors. (Incorporators must sign on this page of the Cortificate.)
b.	(For profit corporations involved in a merger only)
	The plan of merger was approved by the Board of Directors of
	without the approval of the shareholders of that corporation in accordance with Section 701 of the Act.
C.	(For profit corporations only)
	The plan of merger was adopted by the Board of Directors of the following constituent corporations:
	FOA Mortgage Company First of America Origination Company
	and was approved by the shareholders of those corporations in accordance with Section 703a.
d. ((For nonprofit corporations only)
	The plan of merger or consolidation was adopted by the Board of Directors (i) (Complete if organized upon a stock or membership basis)
(and to
. · 7	was approved by the shareholders or members of that corporation in accordance with Sections 701 and 703(1) and (2), or pursuant to Section 407 by written consent and written notice, if required.
. ((ii) (Complete if organized upon a directorship basis)
	of in section 703(3).
	s area for item 4(a).
Signed	this, 19,
	1
Sign this	s area for items 4(b), 4(c), or 4(d). Signed this, 19.95
	Pirst of April Origination Company
	ву
	David D. Stingson, President
	(Type or Print Name and Tite)
	Signed this, 1995
	FOA Mortgage Vot Day
	(Oliylan Strug V. Freeders, Charperson or Vos-Charperson)
•	David L. Stimpton, President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is, made and entered into as of June 15, 1995, between First of America Origination Company, a Michigan corporation ("Origination Company"), and FOA Mortgage Company, an Arizona corporation, (the "Mortgage Company"). Origination Company and the Mortgage Company are hereinafter sometimes collectively referred to as the "Constituent Corporations".

RECITALS

Origination Company is a corporation duly organized, validity existing and in good standing under the laws of the State of Michigan. As of May 31, 1995, the authorized capital stock of Origination Company consists of 60,000 shares of Common Stock, no par value (the "Origination Company Common Stock"), of which 1,000 shares are issued and outstanding. The number of shares is not subject to change prior to the Effective Time.

The Mortgage Company is a corporation duly organized and validly existing under the laws of the State of Arizona. The authorized capital of the Mortgage Company consists of 100,000 shares of Mortgage Company common stock, no par value ("Mortgage Company Common Stock") of which 1,500 shares are issued and outstanding. The number of shares is not subject to change prior to the Effective Time.

The respective Boards of Directors of the Mortgage Company and Origination Company deem the Merger advisable and in the best interests of each such corporation and their respective shareholders. The respective Boards of Directors of the Mortgage Company and Origination Company, by resolutions duly adopted or by written consent, have approved this Agreement and Plan of Merger.

Therefore, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereby covenant and agree as follows:

ARTICLE I

- 1.01 Merger of the Mortgage Company into Origination Company. The Mortgage Company shall be merged into Origination Company (Origination Company is sometimes hereinafter referred to as the "Surviving Corporation") on the date specified in the Certificate of Merger as filed with the Michigan Department of Commerce, hereinafter referred to as the "Effective Time." The separate corporate existence of the Mortgage Company shall thereupon cease and Origination Company shall be the surviving corporation.
 - 1.02 Effect of the Merger. From and after the Effective Time:

- (a) The separate existence of the Mortgage Company shall cease and be merged ieve one, the Surviving Corporation, which shall possess all of the rights, privileges, framunities, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties, of each of the Mortgage Company and Origination Company; and all singular rights, privileges, immunities, powers and franchises of each of the Mortgage Company and Origination Company, and all property, real, personal and mixed, and all debts due to either the Mortgage Company or Origination Company on whatever account, including subscriptions to shares, and all other things in action or belonging to each of the Mortgage Company and Origination Company shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of the Mortgage Company and Origination Company and the title to any real estate, or interest therein, vested by deed or otherwise, in either of the Mortgage Company and Origination Company shall not revert or be in any way impaired by reason of the Merger.
- (b) All rights of creditors and all liens upon any property of the Mortgage Company or Origination Company shall be preserved unimpaired and all debts, liabilities and duties of the Mortgage Company or Origination Company shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; provided, however, that all such liens shall attach only to those assets to which they were attached prior to the Effective Time.
- (c) Any action or proceeding, whether civil, criminal or administrative, pending by or against either the Mortgage Company or Origination Company shall be prosecuted as if the Merger had not taken place, and the Surviving Corporation may be substituted as a party in such action or proceeding in place of the Mortgage Company or Origination Company.
- Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Mortgage Company acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Agreement and Plan of Merger, the Mortgage Company and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Agreement and Plan of Merger; and the proper officers and directors of the Surviving

Corporation are fully authorized in the name of the Mort: age Company or otherwise to take any and all such action.

ARTICLE II

- 2.01 Name. The name of the Surviving Corporation shall be First of America Mortgage Compan
- 2.02 <u>Articles of Incorporation</u>. From and after the Effective Time, the Articles of Incorporation of Origination Company shall be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law:
- 2.03 Bylaws. The Bylaws of Origination Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until duly amended in accordance with law.
- 2.04 <u>Directors and Officers</u>. The directors and officers of Origination Company immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation.

ARTICLE III

- 3.01 Manner and Basis of Converting Shares of Origination Company Stock. At the Effective Time, each share of Origination Company Common Stock which is outstanding immediately prior to the Effective Time shall continue to be outstanding without any change therein.
- 3.02 Manner and Basis of Converting Shares of Mortgage Company Stock. At the Effective Time, each share of the Mortgage Company Common Stock which is outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into and exchanged for one (1) share of Origination Company Common Stock.

ARTICLE (V

The obligation of each of the parties hereto the consummate the transactions contemplated by this Agreement and Plan of Merger are subject to the satisfaction of the following conditions at or prior to the Effective Time:

4.01 Approval by Affirmative Vote of Shareholders. This Agreement and Plan of Merger shall have been duly approved, confirmed and ratified by the requisite vote of the shareholders of the Mortgage Company and of the Origination Company.

1

4.02 Approvals. All actions, consents or approvals, governmental or otherwise, which are, or in the opinion of counsel for Origination Company or the Mortgage Company may be, necessary to permit or enable Origination Company, upon and after the merger, to conduct all or any part of the activity and business of the Mortgage Company, in the manner in which such activity and business is conducted up to the Effective Time, shall have been obtained without any conditions which in the reasonable opinion of Origination Company or the Mortgage Company are materially adverse, and shall not have been withdrawn or stayed.

ARTICLE V

- 5.01 <u>Counterparts</u>. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one agreement.
- 5,02 Governing Law. This Agreement and Plan of Merger shall be governed in all respects, including, but not limited to, validity, interpretation, effect and performance, by the laws of the State of Michigan.
- 5.03 Amendment. Subject to applicable law, this Agreement and Plan of Merger may be amended, modified or supplemented only by written agreement of Origination Company and the Mortgage Company, by their respective officers thereunto duly authorized, at any time prior to the Effective Time.
- 5.04 <u>Waiver</u>. Any of the terms or conditions of this Agreement and Plan of Merger may be waived at any time by whichever of the Constituent Corporations is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such Constituent Corporation.
- 5.05 <u>Termination</u>. This Agreement and Plan of Merger shall terminate on December 31, 1995, or on such earlier date, if any of the conditions to the obligations of the parties hereto shall have become impossible of fulfillment unless such condition is waived by the parties hereto, and there shall be no liability on the part of any of the parties hereto upon such termination (or any of their respective directors or officers).

IN WITNESS WHEREOF, each of the Constituent Corporations have caused this Agreement and Plan of Merger to be executed on their behalf by their officers hereunto duly authorized, all as of the date first above written.

ATTEST:

x the

First of America Origination Company

Rick Smalldon

Secretary

Dàvid L. St/mpson

ATTEST:

Rick Smalldon

Secretary

FOA Mortgage Company

By:_

David L. Atlmpson

Plestoen