



**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. First of America Origination Company  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or 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.)

2. Michigan 3. 38-3233494  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 29, 1995 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 317.155, F.S.)

7. One First of America Parkway  
Kalamazoo, MI 49009-8002  
(Current mailing address)

8. Mortgage Lending  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:


Name: David Hurst

Office Address: 6666 22nd Avenue North

St. Petersburg, Florida, 33710  
(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.*

  
(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.

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

A. DIRECTORS

Chairman: Please see attached Exhibit A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Please see attached Exhibit A

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

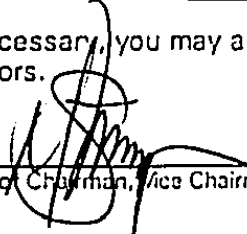
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.

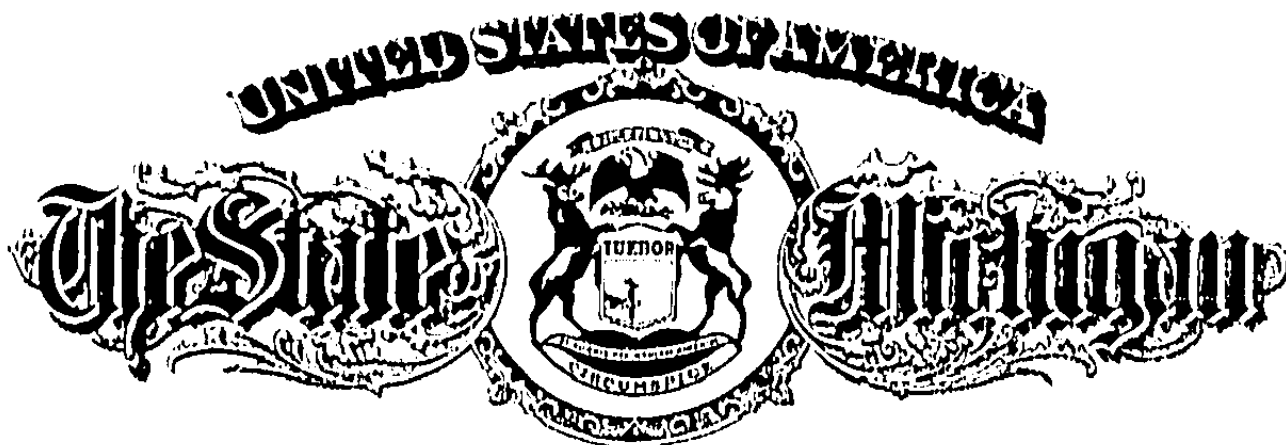
 \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

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

**EXHIBIT A****FIRST OF AMERICA ORIGATION COMPANY  
LIST OF DIRECTORS AND OFFICERS**

<u>Name</u>	<u>Office</u>	<u>Address</u>
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



*This is to Certify That*

**FIRST OF AMERICA ORIGINATION COMPANY**

*was validly incorporated on March 29, 1975, 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.*

*Carl L. Lysen* . Director  
Corporation & Securities Bureau

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-07/24/95--01077--011  
- \*\*\*\*\*70.00 \*\*\*\*\*35.00

FILED  
JUL 25 1966  
FBI - TAMPA  
U.S. DEPT. OF JUSTICE  
TAMPA, FLORIDA

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE  
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA  
(Pursuant to s. 607.1604, F.S.)**

(1-3 must be completed)

2. Michigan 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? July 1, 1995

5. First of America Mortgage Company  
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name 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.**

## New Jurisdiction

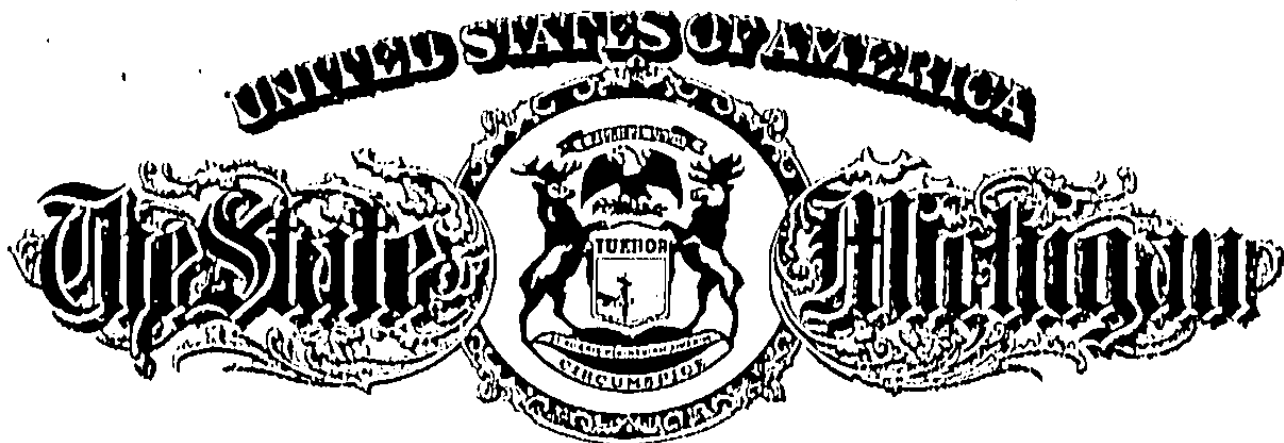
**Signature**

David L. Stimpson  
Typed or printed name

Date \_\_\_\_\_

President

**Tide**



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.*

*In 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.*

*Carl L. Lipp*, Director  
Corporation & Securities Bureau



MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU		
Date Received <b>JUN 20 1995</b>	Adjusted per telephone authorization from Sandra M. Tratcoff	(FOR BUREAU USE ONLY)
		<b>FILED</b>
		<b>JUN 20 1995</b>
Name Timothy E. Kruepel, Esq. Howard & Howard Attorneys, P.C.		Administrator MICHIGAN DEPARTMENT OF COMMERCE Corporation & Securities Bureau
Address 1400 N. Woodward Avenue, Suite 101		
City Bloomfield Hills	State MI	
Zip Code 48304-2856		
EFFECTIVE DATE: July 1, 1995		

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

### CERTIFICATE OF MERGER / CONSOLIDATION

For use by Domestic 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 182, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Certificate:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent corporation and its corporation identification number is:

First of America Origination Company

2 7 2 - 2 2 0

FOA Mortgage Company

-

b. The name of the surviving (new) corporation and its corporation identification number is:

First of America Origination Company

2 7 2 - 2 2 0

c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
First of America Origination Company	1,000 Common	Common	N/A
FOA Mortgage Company	1,500 Common	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

N/A

KP  
TA

SEAL APPEARS ONLY ON ORIGINAL

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.

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.

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:

See 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 amended to read as follows:

The name of the corporation is:

First of America Mortgage Company ✓

g. 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 Arizona

the jurisdiction under which FOA Mortgage Company

(name of foreign corporation)

is organized and the plan of merger (consolidation) was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. (Complete only if an effective date is desired other than the date of filing. 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 1st day of July

19 95

4. (Complete 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 \_\_\_\_\_

\_\_\_\_\_, which has not commenced business, has not issued any shares, and has not elected a Board of Directors. (Incorporators must sign on this page of the Certificate.)

b. (For profit corporations involved in a merger only)

The plan of merger was approved by the Board of Directors of \_\_\_\_\_, the surviving corporation, 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)

of \_\_\_\_\_ and 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 accordance with Section 703(3).

Sign this area for item 4(a).

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_.

Sign this area for items 4(b), 4(c), or 4(d).

Signed this 26th day of June, 1995.

First of America Origination Company

(Name of Corporation)

By \_\_\_\_\_

(Only if signed by: President, Vice-President, Chairperson or Vice-Chairperson)

David L. Stimpson, President

(Type or Print Name and Title)

Signed this 26th day of June, 1995.

FOA Mortgage Company

(Name of Corporation)

By \_\_\_\_\_

(Only if signed by: President, Vice-President, Chairperson or Vice-Chairperson)

David L. Stimpson, President

(Type or Print Name and Title)

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of June 13, 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, validly 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 into one, the Surviving Corporation, which shall possess all of the rights, privileges, immunities, 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.

1.03 Additional Actions. If, at any time after the Effective Time, the Surviving 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 Mortgage 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 Company.

2.02 Articles of Incorporation. 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 Directors and Officers. 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 IV

The obligation of each of the parties hereto to 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.

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 Counterparts. 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 Waiver. 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.

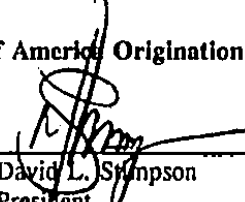
5.05 Termination. This Agreement and Plan of Merger shall terminate on December 31, 1995, or on such earlier date, if any of the conditions to the obligations of the parties hereto shall have become impossible of fulfillment unless such condition is waived by the parties hereto, and there shall be no 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:

By:   
Rick Smalldon  
Secretary

First of America Origination Company

By:   
David L. Stimpson  
President

ATTEST:

FOA Mortgage Company

By: 

Rick Smalldon  
Secretary

By: 

David L. Simpson  
President

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