



ABN AMRO North America, Inc.

F95000004579

September 13, 1995

Legal
135 South LaSalle Street
Chicago, Illinois 60674-9135
(312) 412-2000

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VIA CERTIFIED MAIL

Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ABN AMRO Acceptance Corporation
ABN AMRO Mortgage Corporation

Dear Madam/Sir:

Enclosed please find, in duplicate, Applications by Foreign Corporations for Authorization to Transact Business in Florida, for the above-referenced.

Also enclosed are two filing fee checks for \$70 on behalf of both ABN AMRO Acceptance Corporation and ABN AMRO Mortgage Corporation. Certificates of Good Standing from Delaware accompany both applications as well.

Please direct verification of authorization for these corporations to the undersigned at the following address:

Monica E. Podbielski
ABN AMRO North America, Inc.
135 S. LaSalle Street, Suite 325
Chicago, IL 60674-9135

If there are any questions regarding this filing, please call me at (312) 904-2342. Thank you.

Sincerely,

Monica E. Podbielski

Monica E. Podbielski
Legal Assistant

/mep
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. ABN AMRO Acceptance Corporation

(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. Delaware

(State or country under the law of which it is incorporated)

3. 13-3663307

(FEI number, if applicable)

4. 3/25/92

(Date of incorporation)

5. Perpetual

(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 617.156, F.S.))

7. 181 W. Madison Street

Chicago, Illinois 60602

(Current mailing address)

8. Engaged in the business of buying and selling adjustable or fixed rate mortgage loans.
(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: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324

(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

Beth A. Pope
(Registered agent's signature) (Officer)

Beth A. Pope, Assistant Secretary

(Type Name and Title of Officer)

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: Thomas C. Heagy

Address: 181 W. Madison Street
Chicago, Illinois 60602

~~XXXXXXXXXX~~ Thomas J. Johnston

Address: 181 W. Madison Street
Chicago, Illinois 60602

Director: William E. Long

Address: 4242 N. Harlem Avenue
Norridge, Illinois 60634

Director: Herman F. Siegelhaar

Address: 135 S. LaSalle Street
Chicago, Illinois 60674-9135

B. OFFICERS

President: William E. Long

Address: 4242 N. Harlem Avenue
Norridge, Illinois 60634

Vice President: Martin L. Eisenberg

Address: 135 S. LaSalle Street
Chicago, Illinois 60674-9135

Secretary: Kirk P. Flores

Address: 135 S. LaSalle Street
Chicago, Illinois 60674-9135

Treasurer: Edward F. Wajda

Address: 181 W. Madison Street

Chicago, Illinois 60602

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

13. Kirk P. Flores
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)


14. Kirk P. Flores, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ABN AMRO ACCEPTANCE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF SEPTEMBER, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7632881

09-08-95

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