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F95000005291

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700001825967  
-11/02/95--01025--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                 |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input checked="" type="checkbox"/> Foreign        | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious name Filing |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> CUS                    |   |
| <input type="checkbox"/> Certified Copy            |   |   |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30             |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up     |
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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. NP3 REO-B, INC.  
(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. Texas  
(State or country under the law of which it is incorporated)
3. 1041111111  
(FEI number, if applicable)
4. October 18, 1995  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. 1995  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 816 Congress Ave., Suite 1400, Austin, Texas 78701  
(Current mailing address)
8. Holding title to certain foreclosed real and personal property and the disposition of property.  
(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: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

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.

C T Corporation System

(Registered agent's signature) (Officer)

E.A. Wallace, 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: see attached list of directors

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

Vice Chairman: see attached list of directors

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

Director: see attached list of directors

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

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

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

B. OFFICERS

President: see attached list of officers

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. \_\_\_\_\_

Les W. Carter, Secretary

(Typed or printed name and capacity of person signing application)

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**OFFICERS AND DIRECTORS**

**OF**

**NP3 REO-B, INC.**

Robert D. Starnes  
SS# 467-90-2514

President  
Director

816 Congress Ave., Suite 1400  
Austin, TX 78701

Cathy D. Vann  
SS# 437-50-5857

Executive Vice  
President  
Director

816 Congress Ave., Suite 1400  
Austin, TX 78701

Mark C. Winter  
SS# 451-33-3059

Treasurer  
Director

816 Congress Ave., Suite 1400  
Austin, TX 78701

Les W. Carter  
SS# 217-44-8326

Secretary  
Director

816 Congress Ave., Suite 1400  
Austin, TX 78701

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# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that  
Articles of Incorporation  
of

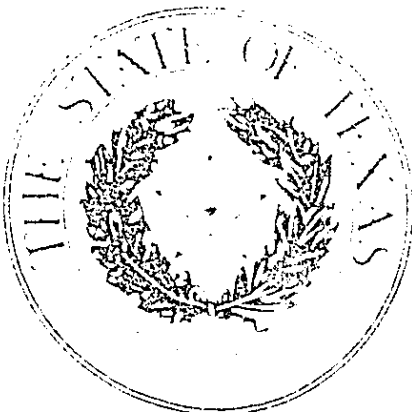
NP3 REO-B, INC.

were filed in this office and a certificate of incorporation was issued on


OCTOBER 18, 1995;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and  
that the corporation is still in existence.

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*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on October 18, 1995.*

  
\_\_\_\_\_  
Antonio O. Garza, Jr.  
Secretary of State

PH