

# F96000003734

ProCredit Corp

July 1, 1996

Florida Secretary of State

ProCredit Corp  
455 SOUTH GULPH RD.  
P.O. BOX 62050  
KING OF PRUSSIA  
PA 19406  
(610) 964-5454  
FAX (610) 337-7406

Re: Application for authority to do business in Florida - ProCredit Corp

Dear Sir,

Attached is an application for authority to do business in Florida. Also included is ProCredit Corp's certificate of existence, and a check for \$70 to pay the filing fee.

Please return the filed copy to me at the address shown below as soon as it is processed.

ProCredit Corp  
455 S. Gulph Road  
Suite 201  
King of Prussia, PA 19406  
Attention: Michele McShea

400001901984  
-07/23/96--01101--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

If you have any questions or require additional information please give me a call at (610) 337-8686. Thank you for your assistance with this matter.

Sincerely,



Michele McShea

96 JUL 23 AM 9:32  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

52  
7/24

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. ProCredit Corp.  
(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. 23-2771606  
(FEI number, if applicable)
4. 6/29/94  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. 10/31/95  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 455 S. Gulph Road P. O. Box 62050  
King of Prussia, PA 19406  
(Current mailing address)
8. Automotive installment 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: 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 obligations of my position as registered agent.*

C T CORPORATION SYSTEM

  
(Registered agent's signature) (Officer)

Domenic A. Borriello - Assistant Secretary

(Type Name and Title of Officer)

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DIVISION OF CORPORATIONS  
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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: (See Attached)

**A. DIRECTORS**

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

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

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

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

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

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

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

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

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**B. OFFICERS** (See Attached)

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

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

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

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

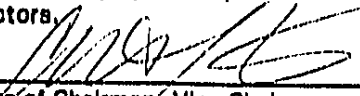
Secretary: \_\_\_\_\_

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. C. William Thaxton, President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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**ProCredit Corp  
Owner/Officers/Directors**

**Owner's Name:** ProCredit Holdings Inc.  
**% Ownership:** 100%  
**Federal ID Number:** 23-2765520

**Officer's Name:** C. William Thaxton  
**Title:** President  
**Address:** 606 Glendale Road  
Newtown Square, PA 19073  
**Social Security Number:** 236-76-6880  
**Date of Birth:** 8/04/47

**Officer's Name:** James Conner  
**Title:** CEO  
**Address:** 216 Ravencliff  
Saint Davids, PA 19087  
**Social Security Number:** 172-36-9395  
**Date of Birth:** 11/08/45

**Officer's Name:** Deborah Eklund  
**Title:** Senior Vice President & Secretary  
**Address:** 4005 Smoke Road  
Doylestown, PA 18901  
**Social Security Number:** 501-74-0856  
**Date of Birth:** 09/14/55

**Officer's Name:** Patrick J. Farrell  
**Title:** Senior Vice President  
**Address:** 2916 Pheasant Run Road  
Audubon, PA 19403  
**Social Security Number:** 178-48-8896  
**Date of Birth:** 06/08/55

**Officer's Name:** Letitia Mallory  
**Title:** Senior Vice President & Assistant Secretary  
**Address:** 223 Upper Gulph Road  
Strafford, PA 19087  
**Social Security Number:** 189-40-7931  
**Date of Birth:** 02/15/51

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**ProCredit Corp**  
**Owner/Officers/Directors**

**Director's Name:** James R. Conner  
**Social Security Number:** (See above)  
**Title:** (See above)  
**Date of Birth:** (See above)

**Director's Name:** Ernest H. Pomerantz  
**Social Security Number:** 454-58-3571  
**Title:** Director  
**Date of Birth:** 12/04/41  
**Business Address:** Warburg, Pineus  
466 Lexington Ave  
New York, NY 10017

**Director's Name:** Charles V. Ricks  
**Social Security Number:** 240-48-7554  
**Title:** Director  
**Date of Birth:** 09/07/33  
**Business Address:** Edgemont Management  
6000 Monroe Road Suite 101  
Charlotte, NC 28212

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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 "PROCREDIT CORP." 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 THIRD DAY OF JULY, A. 1996.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 23 AM 9:32



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8015197

07-03-96

2414736 8300

960192975

# F96000003734

Document Number Only

CP CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002256343--B  
-08/04/97--01043--028  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

300002256343--B  
-08/04/97--01043--028  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

ProCredit Corp.

to:

Mist Financial Corp.

- ☐ Profit  
☐ NonProfit  
☐ Limited Liability Co.  
☐ Foreign

☒ Amendment

☐ Merge

☐ Mark

- ☐ Limited Partnership  
☐ Reinstatement

- ☐ Annual Report  
☐ Reservation

- ☐ Other  
☐ Change of R.A.  
☐ Fictitious Name Filing

☒ Certified Copy

☐ Photo Copies

☐ CUS

- ☐ Call When Ready  
☒ Walk In  
☐ Mail Out

- ☐ Call if Problem  
☐ Will Wait

- ☐ After 4:30  
☒ Pick Up

|                   |
|-------------------|
| Name Availability |
| Document Examiner |
| Updater           |
| Verifier          |
| Acknowledgment    |
| W.P. Verifier     |

Connie authorized  
addition of name  
of Signor.

8/4  
Name Change

RECEIVED  
97 AUG-4 AM 11:42  
DIVISION OF CORPORATION

07/20 12:31 1007 FROM:  
JUL-20-1997 20145

TEL:

G.T. CORR

101 2120000000

JUL 29 97 15:04 No.023 P.03

PAUSE

P.02/02

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

RECEIVED  
STATE  
TREASURER  
FLORIDA  
97 AUG -4 PM 3:48

**SECTION I (1-3 must be completed)**

1. ProCredit Corp.  
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: July 23, 1996

**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 25, 1997

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

Mist Financial Corp.

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

James Connor PRESIDENT  
Signature  
Name and Title James Connor

7.30.97  
Date

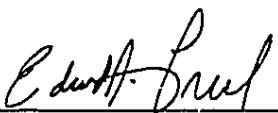
State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PROCREDIT CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING 1993 NAME TO "MIST FINANCIAL CORP.", THE TWENTY-FIFTH DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.



  
Edward J. Freel, Secretary of State

2414736 8320

971247827

AUTHENTICATION:

8576147

DATE:

07-25-97