

Document Number Only

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98 AUG 19 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C T Corporation System.

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

800002619738--6

-08/19/98-01041--007

\*\*\*\*\*70.00 \*\*\*\*\*70.00

WMF Carbon Mesa Advisors, Inc.

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit             | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     |   |   |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign            |   |   |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <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 |
| <input type="checkbox"/> Mail Out                      |   |   |

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CR2E031 (1-89)

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JOEY

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98 AUG 19 AM 11:20  
DIVISION OF CORPORATION

# 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. WMF Carbon Mesa Advisors, 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. Delaware

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

3. 54-1890355

(FEI number, if applicable)

4. March 12, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon approval

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1593 Spring Hill Road, Vienna, Virginia 22182

(Current mailing address)

8. Commercial mortgage financial services.

(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)

Ad Hamilton, Asst. Secy.

(Type Name and Title of Officer)

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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:

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: \_\_\_\_\_  
\_\_\_\_\_

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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. Barbara Ekstrom  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Barbara Ekstrom, Corporate Secretary  
(Typed or printed name and capacity of person signing application)

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**WMF CARBON MESA ADVISORS, INC.**  
**BOARD OF DIRECTORS**

Shekar Narasimhan, Chairman (VA)  
Mitchell D. Clarfield (CA)  
Michael H. Greco (NC)  
Michael D. Ketcham (VA)  
Glenn A. Sonnenberg (CA)

**Virginia business address**

1593 Spring Hill Road, #400  
Vienna VA 22182

**California business address**

11601 Wilshire Boulevard, #2440  
Los Angeles CA 90025

**North Carolina business address**

121 West Trade Street, 27<sup>th</sup> Floor  
Charlotte NC 28202

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**WMF CARBON MESA ADVISORS, INC.  
OFFICERS**

Shekar Narasimhan, Chairman of the Board (VA)  
Mitchell D. Clarfield, Co-Chief Executive Officer (CA)  
Glenn A. Sonnenberg, Co-Chief Executive Officer (CA)  
Michael D. Ketcham, Executive Vice President and Treasurer (VA)  
Clarke B. Welburn, Executive Vice President and Assistant Secretary (VA)  
Elizabeth Whitbred-Snyder, Senior Vice President, Operations (VA)  
Mathew J. Whelan, III, Group Vice President and Controller (VA)  
Brian C. Buchhagen, Vice President/Managing Director (CA)  
Doreen Coudayre, Vice President/Managing Director (CA)  
David Keating, Vice President/Managing Director (CA)  
Robin Rains, Vice President/Managing Director, Risk Management (VA)  
Chip Sellers, Vice President/Managing Director, Special Assets Management (CA)  
Lori Woodruff, Assistant Vice President/Operations Manager (CA)  
Barbara Ekstrom, Corporate Secretary (VA)

**Virginia business address**

1593 Spring Hill Road, #400  
Vienna VA 22182

**California business address**

11601 Wilshire Boulevard, #2440  
Los Angeles CA 90025

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WMF CARBON MESA ADVISORS, INC." 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 THIRTEENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

9250695

DATE:

08-13-98

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