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Corporation(s) Name

Merger

Atlantic Mortgage Investment Corporation

with and into:

ABN Amer Mortgage Group, Inc.

☐ Profit
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign
☐ LLC

☐ Dissolution

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation
☐ Fictitious Name

☐ Other
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JAN 14

Today Please

ARTICLES OF MERGER
Merger Sheet

MERGING:

ATLANTIC MORTGAGE & INVESTMENT CORPORATION, a Fla corporation
H37310

into

ABN AMRO MORTGAGE GROUP, INC., a Delaware entity F990000000056

File date: January 14, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
ABN AMRO Mortgage Group, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Atlantic Mortgage & Investment Corporation	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 01 / 14 / 2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
January 11, 2000 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 14, 2000

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
_____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

ABN AMRO Mortgage
Group, Inc.

[Signature]

Martin Eisenberg, Vice President

Atlantic Mortgage &
Investment Corporation

Thomas P. Zita

Thomas P. Zidar, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation is:

Name

Jurisdiction

ABN AMRO Mortgage Group, Inc.

Delaware

Second: The name and jurisdiction of each **merging** corporation is:

Name

Jurisdiction

Atlantic Mortgage & Investment
Corporation

Florida

Third: The terms and conditions of the merger are as follows:

See Exhibit A attached hereto.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Exhibit A attached hereto.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is dated as of January 14, 2000 by and between ABN AMRO Mortgage Group, Inc., a Delaware corporation, with its principal place of business at 2600 West Big Beaver Road, Troy, Michigan 48084 ("AAMG") and Atlantic Mortgage & Investment Company, a Florida corporation ("AMIC").

WITNESSETH:

WHEREAS, 100% of the common stock of AMIC was acquired (the "Acquisition") by AAMG pursuant to the terms of a Stock Purchase Agreement ("Stock Purchase Agreement") dated November 18, 1999, executed by and among Pitney Bowes Inc., Pitney Bowes Credit Corporation (the then sole shareholder of AMIC), and ABN AMRO North America, Inc. ("AANA"), indirect parent corporation of AAMG;

WHEREAS, AANA subsequently assigned its rights under the Stock Purchase Agreement to AAMG, pursuant to an Assignment and Assumption Agreement by and between AANA and AAMG dated as of January 12, 2000;

WHEREAS, AAMG and AMIC desire to merge AMIC with and into AAMG, with AAMG being the surviving corporation ("Merger");

WHEREAS, the board of directors of each of AAMG and AMIC deemed the Merger to be desirable and in the best interests of their corporations and their respective shareholders;

NOW, THEREFORE, in consideration of the above premises and the mutual agreements, provisions, and covenants herein contained, and in accordance with the Florida Business Corporation Act, as amended (the "Florida Act") and the Delaware General Corporation Law, as amended (the "DGCL"), the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the merger of AMIC with and into AAMG and the mode of carrying the same into effect.

1. The Merger. At the Effective Time (as defined below), AMIC will be merged with and into AAMG and the separate existence of AMIC will cease (the "Merger"). AAMG will continue in existence as the surviving corporation of the Merger (the "Surviving Corporation") and the Merger will have the further effects set forth in the Florida Act and the DGCL. Notwithstanding the foregoing, the Surviving Corporation will be treated as a continuation of AMIC for federal income tax purposes pursuant to Section 708(b)(2)(A) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

2. Effective Time. The Merger will be effective (a) under the DGCL upon the filing of a certificate of merger with the Secretary of State of the State of Delaware and its effectiveness under the Florida Act and (b) under the Florida Act upon the filing of articles of merger with the Secretary of State of the State of Florida and the issuance of a certificate of merger by the Secretary of State of the State of Florida (or such later time as may be agreed by each of the parties hereto, as specified in the certificate of merger or the articles of merger and in accordance with the provisions of the applicable law of Delaware and Florida, respectively) (the "Effective Time").

3. **Certificate of Incorporation.** The Certificate of Incorporation of AAMG, as in effect immediately before the Effective Time, will be the Certificate of Incorporation of the Surviving Corporation.

4. **Bylaws.** The Bylaws of AAMG, as in effect immediately before the Effective Time, will be the Bylaws of the Surviving Corporation.

5. **Officers and Directors.** From and after the Effective Time, the Officers and Directors of the Surviving Corporation will be the Officers and Directors of AAMG as of immediately prior to the Merger, such persons to hold office, subject to the applicable provisions of the Certificate of Incorporation and Bylaws of the Surviving Corporation until their successors will be duly elected and qualified.

6. **Conversion of Stock.** On and as of the Effective Date of the Merger, all of the shares of common stock (2000 shares), par value \$1.00 per share, of AMIC outstanding immediately prior to the Effective Time shall be canceled solely by virtue of the Merger and without any action required on the part of the sole stockholder of AMIC.

7. **Amendment.** AMIC and AAMG may amend, modify or supplement this Agreement in such manner as may be agreed upon by them in writing at any time before or after approval hereof by their respective shareholders; provided, however, that such amendment, modification or supplement made subsequent to the adoption of this Agreement by the respective shareholders of AMIC and AAMG does not (a) alter or change any term of the Certificate of Incorporation of the Surviving Corporation or (b) adversely affect the rights of the respective shareholders of AMIC or AAMG.

8. **Abandonment.** This Agreement may be terminated and the Merger abandoned for any reason by a written agreement of AMIC and AAMG at any time prior to the Effective Time notwithstanding the approval of this Agreement by their respective shareholders.


9. **Counterparts.** This Agreement may be executed in one or more counterparts, all of which taken together shall constitute one and the same instrument.

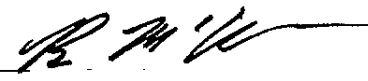
10. **Governing Law.** Except to the extent this Agreement is governed by the DGCL, this Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Michigan.

11. **Further Assurances.** If at any time or from time to time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation, or perfect its title to, any property or rights of AMIC or AAMG, the respective officers shall execute, make and deliver, without further consideration, all such proper assignments and assurances in law and do all other things necessary or desirable to vest or perfect title to such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement; and the Officers of the Surviving Corporation are fully authorized in the name of and on behalf of AMIC and AAMG, or otherwise, to take any and all such action.


IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger on the date first above written.

ABN AMRO MORTGAGE GROUP, INC.,
a
Delaware corporation

By: 
Its: Senior Vice President & CFO

By: 
Its: First Vice President

ATLANTIC MORTGAGE &
INVESTMENT CORPORATION, a Florida
corporation

By: 
Its: President