

Founded in 1852
by Sidney Davy Miller

Sidney T. Miller (1864-1940)
George L. Canfield (1866-1928)
Lewis H. Paddock (1866-1935)
Ferris D. Stone (1882-1945)

BRIAN H. HOLT
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MILLER CANFIELD

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

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MICHIGAN: Ann Arbor
Bloomfield Hills • Detroit
Grand Rapids • Kalamazoo
Lansing • Monroe
New York, N.Y.
Washington, D.C.
POLAND: Gdynia
Katowice • Warsaw

AFFILIATED OFFICE:
Pensacola, FL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 28
1:22

November 29, 1999

EFFECTIVE DATE

1-1-2000

Amendment Section
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

800003056738-4
-11/30/99-01041-001
*****43.75 *****43.75

Re: Amended Certificate of Authority to Transact Business
in Florida -- Mayflower Mortgage Corporation,
a Michigan corporation (Document No. F99000006062)

Ladies and Gentlemen:

On behalf of Mayflower Mortgage Corporation, a Michigan corporation ("Mayflower"), we are pleased to inform you that Mayflower has amended its Articles of Incorporation, to change its name to "Republic Banc Mortgage Corporation." The name change to Republic Banc Mortgage Corporation will be effective as of January 1, 2000. As soon as possible after January 1, 2000, we will forward to you a Certificate of Good Standing, reflecting the change of the Corporation's name.

We submit the following items in connection with Mayflower's application for an amended certificate of authority to transact business in Florida:

- (1) Application for Amended Certificate of Authority (one originally executed and two photocopies);
- (2) A check in the amount of \$43.75 payable to the Florida Department of State (filing fee and certified copy fee); and
- (3) Certificate of Amendment to Mayflower's Articles of Incorporation as certified by the Corporation, Securities and Land Development Bureau of the Michigan Department of Consumer & Industry Services on November 12, 1999.

file
12-28-99
aa

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

Corporation Division
Department of State

-2-

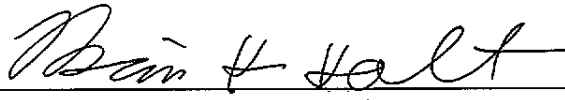
November 29, 1999

Kindly acknowledge receipt of the enclosed materials by date stamping and returning the accompanying acknowledgement copy of this letter.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

By: 
Brian H. Holt

BHH/bhh

Enclosures

cc George E. Parker III, Esq.
Mr. Douglas E. Brandewie
Brad B. Arbuckle, Esq.
Sally A. Hamby, Esq.



State of Michigan
John Engler, Governor

Department of Consumer & Industry Services
Kathleen M. Wilbur, Director

Financial Institutions Bureau
Gary K. Mielock, Acting Commissioner

P.O. Box 30224
Lansing, MI 48909

333 S. Capitol, Suite A
Lansing, MI 48933

Tel. (517) 373-6950
Fax (517) 373-9475

July 23, 1999

Ms. Julie A. H. Goldsworthy
Miller, Canfield, Paddock and Stone P.L.C.
150 West Jefferson, Suite 2500
Detroit, Michigan 48226

Dear Ms. Goldsworthy:

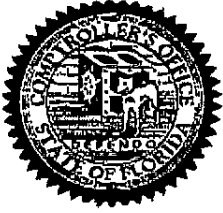
By letter dated July 19, 1999 you have advised the Financial Institutions Bureau (Bureau) that Mayflower Mortgage Corporation, dba Republic Bancorp Mortgage, Inc. would like to reserve the name Republic Banc Mortgage Corporation. Currently, Republic Bancorp Mortgage, Inc. is a wholly owned subsidiary of Republic Bank, a Michigan banking corporation.

Section 292 of Michigan's banking code of 1969, as amended, MCL 487.592; MSA 23.710(292) states in part that the use of the word "bank" is restricted, "...unless that designation or name, taken as a whole, would not imply a banking business." It is the position of the Bureau that the proposed name when taken as a whole would not imply a banking business. Furthermore, it is the Bureau's position that it is appropriate to extend permission to use the bank's name as the "root" word in the name of a non-bank subsidiary of that bank. Therefore, the Bureau does not object to the use of the name Republic Banc Mortgage Corporation.

Sincerely,


Gary K. Mielock
Acting Commissioner

dvsc:\data\word\files\j goldsworthy republic banc mortgage corporation



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

December 14, 1999

Brian H. Holt
Miller Canfield
840 West Long Lake Road
Suite 200
Troy, Michigan 48098-6358

Dear Mr. Holt:

Re: "Republic Banc Mortgage Corporation"

Reference is made to your letter/fax requesting approval of the above-referenced corporate name which will be a wholly-owned subsidiary of Republic Bank, a Michigan banking corporation.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered as a foreign corporation/fictitious name to transact business in the state of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Art Simon", is written over a horizontal line.

Art Simon
Director

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

(Pursuant to s. 607.1504, F.S.)

1. MAYFLOWER MORTGAGE CORPORATION

2. MICHIGAN

3. November 22, 1999

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? JANUARY 1, 2000

5. REPUBLIC BANC MORTGAGE CORPORATION

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.


Signature

November 29, 1999

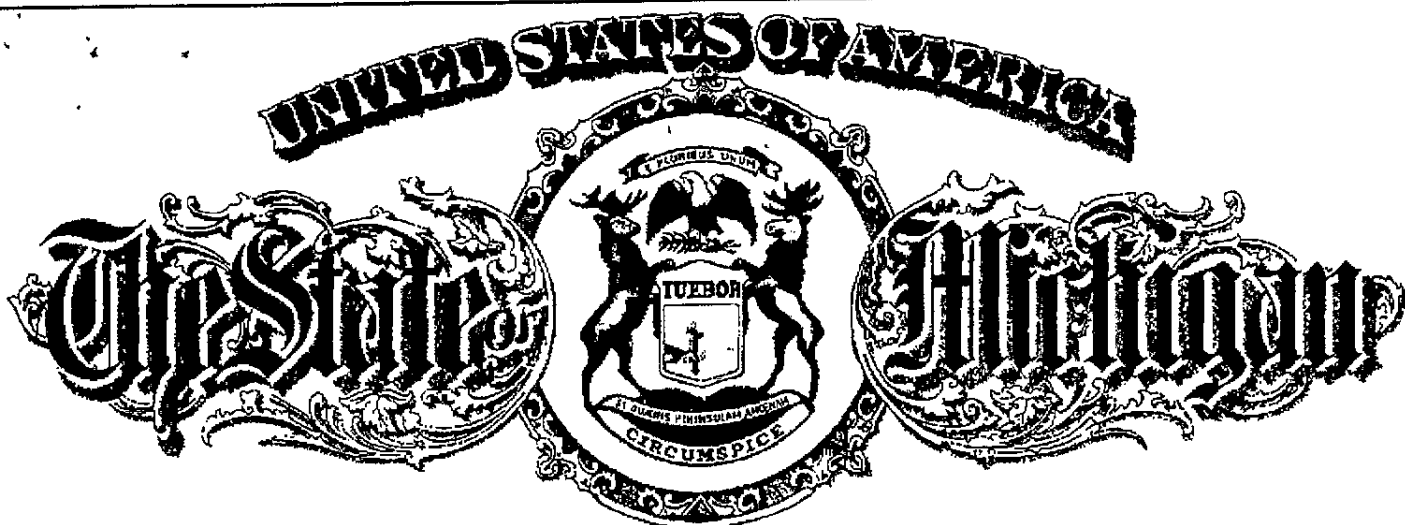
Douglas E. Brandewie

President

Title

FILED
99 DEC 28 AM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-2000



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 15th day of November, 1999.

Julie Croll

, Director

172 0461055

Corporation, Securities and Land Development Bureau

Michigan Department of Consumer and Industry Services

Filing Endorsement

*This is to Certify that the CERTIFICATE OF AMENDMENT – CORPORATION
for*

REPUBLIC BANC MORTGAGE CORPORATION

ID NUMBER: 488552

*received by facsimile transmission on November 12, 1999 is hereby endorsed
Filed on November 12, 1999 by the Administrator.*

*The document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.*

Effective Date: January 1, 2000.

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 12th day
of November, 1999.*

Julie Croll

, Director

Corporation, Securities and Land Development Bureau



| MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU | | |
|--|--|-----------------------|
| Date Received | | (FOR BUREAU USE ONLY) |
| Sally A. Hamby, Esq. Miller, Canfield, Paddock and Stone, P.L.C. 1400 North Woodward Avenue, Suite 100 Bloomfield Hills, MI 48304 | | |

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE. IF LEFT BLANK DOCUMENT WILL BE MAILED TO THE REGISTERED OFFICE.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

| | | |
|----|--|---------------|
| 1. | The present name of the corporation is: MAYFLOWER MORTGAGE CORPORATION | |
| 2. | The corporation identification number (CID) assigned by the Bureau is: | 4 8 8 - 5 5 2 |
| 3. | Article I of the Articles of Incorporation is hereby amended in its entirety to read as follows: The name of the corporation is Republic Banc Mortgage Corporation. | |
| 4. | This amendment to the Articles of Incorporation of Mayflower Mortgage Corporation is effective as of January 1, 2000. | |

5. (For profit corporations, and for nonprofit corporations whose articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 21st day of October, 1999 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- ☐ at a meeting. The necessary votes were cast in favor of the amendment.
- ☐ by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- ☒ by written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- ☐ by the board of a profit corporation pursuant to Section 611(2).

| Profit Corporations | |
|---|--|
| Signed this <u>11</u> day of <u>November</u> 19 <u>99</u> | |
| By <u>Douglas E. Brandewie</u> (Signature of an authorized officer or agent) | |
| <u>Douglas E. Brandewie, President</u> (Type or Print Name) | |

| Nonprofit Corporations | |
|---|--------------------------------|
| Signed this _____ day of _____ | |
| By _____ (Signature of President, Vice-President, Chairperson or Vice-Chairperson) | |
| _____ (Type or Print Name) | _____ (Type or Print Title) |