

# J33658

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(City/State/Zip/Phone #)

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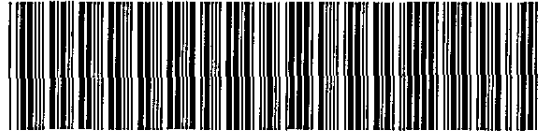
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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02 NOV 15 PM 4:14

FILED

02 NOV 15 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HOMESIDE LENDING, INC., a Florida corporation J33658

,

INTO

**SR INVESTMENT, INC.**, a Delaware entity not qualified in Florida

File date: November 15, 2002

Corporate Specialist: Annette Ramsey

**CT CORPORATION**

November 15, 2002

Secretary of State, Florida  
409 East Gaines Street  
N/A  
Tallahassee FL 32399

Re: Order #: 5722733 SO  
Customer Reference 1: 47665  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

HomeSide Lending, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

*(1) Certified Copy Please \* Need Bkg's Filing Info Please \**

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at  
(850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland  
Fulfillment Specialist  
Melanie\_Strickland@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
OF  
HOMESIDE LENDING, INC.  
AND  
SR INVESTMENT, INC.

FILED  
02 NOV 15 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations, organized and existing under Florida and Delaware law, respectively,

DO HEREBY CERTIFY:

First: That the name and state of incorporation of each of the constituent corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
HomeSide Lending, Inc.	Florida
SR Investment, Inc.	Delaware

Second: That an Agreement and Plan of Merger, annexed hereto and made a part hereof, between the parties to the merger has been approved by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act. The holders of a majority of the outstanding stock of each of the constituent corporations approved and adopted the Agreement and Plan of Merger on November 12, 2002 by means of written consent in lieu of a meeting as provided in Section 228 of the Delaware General Corporation Law and Section 607.0704 of the Florida Business Corporation Act.

Third: That SR Investment, Inc. shall be the surviving corporation of the merger.

Fourth: That the certificate of incorporation of SR Investment, Inc. shall constitute the certificate of incorporation of the surviving corporation.

Fifth: That the address of the principal office of SR Investment, Inc. is 1201 Third Avenue, Seattle, Washington 98101.

Sixth: That a copy of the Agreement and Plan of Merger will be furnished by SR Investment, Inc. on request and without cost, to any stockholder of any constituent corporation.

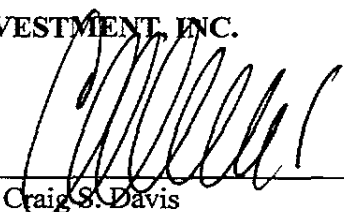
Seventh: That the effective date and time of the merger shall be at 6:00 p.m. EST on November 15, 2002.

Eighth: That SR Investment, Inc. is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of SR Investment, Inc. pursuant to Florida law. SR Investment, Inc. further agrees to promptly pay any amounts said dissenting shareholders are entitled to in accordance with Section 607.1302 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, each of SR Investment, Inc. and HomeSide Lending, Inc. has caused these Articles of Merger to be executed by a duly authorized officer thereof this 12 day of November, 2002.

SR INVESTMENT, INC.

By: \_\_\_\_\_

  
Craig S. Davis  
President

HOMESIDE LENDING, INC.

By: \_\_\_\_\_

  
Craig S. Davis  
President

**AGREEMENT AND PLAN OF MERGER  
MERGING  
HOMESIDE LENDING, INC.  
INTO  
SR INVESTMENT, INC.**

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") made by and between HomeSide Lending, Inc. ("HomeSide"), a Florida corporation, and SR Investment, Inc. ("SR Investment"), a Delaware corporation, which corporations are sometimes referred to herein individually as a "Constituent Corporation" and together as "Constituent Corporations."

**WITNESSETH:**

**WHEREAS**, the sole stockholder of SR Investment is Washington Mutual Bank, FA ("Parent") and the sole stockholder of HomeSide is SR Investment;

**WHEREAS**, Parent and the Board of Directors of each of the Constituent Corporations have determined that it is advisable and in the best interests thereof that all the rights, property, assets and liabilities of HomeSide, including the mortgage servicing rights and all other contractual rights thereof, be transferred by operation of law to SR Investment and ultimately to Parent;

**WHEREAS**, the Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of each of the Constituent Corporations that HomeSide be merged with and into SR Investment (hereinafter, in such capacity, sometimes referred to as the "Surviving Corporation"), as permitted by applicable Delaware and Florida law, under and pursuant to the terms hereinafter set forth (the "Merger"); and

**WHEREAS**, the Board of Directors of each of HomeSide and SR Investment has duly authorized the Merger, which is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended;

**NOW, THEREFORE**, the parties hereto have agreed as follows:

**ARTICLE I**

**PLAN OF MERGER**

1.01. Plan Adopted. A plan of merger of each of the Constituent Corporations pursuant to the provisions of Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act is adopted as follows:

(a) The Merger. Upon the Effective Date, as hereinafter defined, HomeSide shall be merged with and into SR Investment.

(b) Surviving Corporation. The surviving corporation in the Merger shall be SR Investment.

(c) Effects of the Merger. Upon the Effective Date, the separate existence of HomeSide shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights, property and assets of HomeSide, contractual and otherwise, and shall be subject to all the debts and liabilities of HomeSide as provided under applicable Delaware and Florida law.

(d) Cancellation of HomeSide Stock. Each share of stock of HomeSide issued and outstanding immediately prior to the Effective Date, shall be canceled in the Merger and cease to exist as a result thereof and shall not be converted into shares of stock or the right to receive any consideration whatsoever.

(e) Effect of Merger on SR Investment Stock. Each share of stock of SR Investment issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding and shall be unaffected by the Merger.

1.02. Effective Date. The effective time and date of the Merger, herein referred to as the "Effective Date," shall be the time at which an appropriate Certificate of Merger relating to the Merger is filed in the office of the Secretary of State of the State of Delaware in accordance with the provisions of Section 252 of the Delaware General Corporation Law, or such later time as is agreed to by SR Investment and HomeSide and stated in such Certificate of Merger.

## ARTICLE II

### CERTIFICATE OF INCORPORATION AND BYLAWS

1.03. Surviving Corporation. The Certificate of Incorporation and Bylaws of SR Investment shall be unaffected by the Merger, and, upon the Effective Date, shall continue in effect as the Certificate of Incorporation and Bylaws of the Surviving Corporation, until amended or repealed in accordance with the provisions thereof and of applicable law.

## ARTICLE III

### DIRECTORS AND OFFICERS

1.04. Directors. Upon the Effective Date, the directors of SR Investment then in office shall be the directors of the Surviving Corporation.

1.05. Officers. All persons who as of the Effective Date shall be officers of SR Investment shall remain as officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall otherwise determine. The Board of Directors of the Surviving Corporation may elect or appoint such additional officers as it may determine in accordance with the Bylaws of the Surviving Corporation.

## ARTICLE IV

### AMENDMENT AND TERMINATION

1.06. Amendment. To the fullest extent permitted by law, this Merger Agreement may be amended by mutual consent of the Boards of Directors of the Constituent Corporations at any time prior to the Effective Date, notwithstanding any approval of this Merger Agreement by Parent as the sole stockholder of the Constituent Corporations.

1.07. Termination. To the fullest extent permitted by law, this Merger Agreement may be terminated, and the Merger herein provided for may be abandoned, by mutual consent of the Boards of Directors of the Constituent Corporations at any time prior to the Effective Date, notwithstanding any approval of this Merger Agreement by Parent as the sole stockholder of the Constituent Corporations.



IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the respective Boards of Directors of each Constituent Corporation, is hereby executed on behalf of each Constituent Corporation by a duly authorized officer thereof, this 12<sup>th</sup> day of November, 2002.

HOMESIDE LENDING, INC.)

By: \_\_\_\_\_

  
Craig S. Davis  
President

SR INVESTMENT, INC.

By: \_\_\_\_\_

  
Craig S. Davis  
President