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RICHMOND
WASHINGTON, D.C.
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AFFILIATE OFFICE:
DETROIT

00789 - 00611 - 00671

MJH

November 28, 2000

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

W-28698
100003481271--8
-11/30/00--01053--001
****125.00 ****125.00

Re: Windward Mortgage, L.L.C.

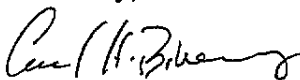
Ladies and Gentlemen:

On behalf of Windward Mortgage, L.L.C., a Delaware limited liability company ("Windward"), I enclose the following documents and materials for the authorization of Windward to do business in the state of Florida:

- 1) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- 2) Certificate of Designation of Registered Agent/Registered Office;
- 3) original Certificate of Good Standing for Windward Mortgage, L.L.C. issued by the Office of the Secretary of State from the state of Delaware; and
- 5) my firm's check payable to the Florida Department of State in the amount of \$125.00 to cover the filing fee to designate a registered agent and to apply to transact business in Florida.

Upon registration of Windward to do business in Florida, please issue of a letter of acknowledgment to my attention at the address above. If you have any questions or comments, please do not hesitate to call me at the above referenced number. Thank you for your assistance regarding this matter.

Sincerely,


Carl H. Bivens

Enclosures
675407.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 21 PM 1:11



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 6, 2000

CARL H. BIVENS
WILLIAMS MULLEN CLARK & DOBBINS
P.O. BOX 1320
RICHMOND, VA 23218-1320

SUBJECT: WINDWARD MORTGAGE, L.L.C.
Ref. Number: W00000028698

We have received your document for WINDWARD MORTGAGE, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 500A00061675

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Windward Mortgage, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 54-2012882
(FEI number, if applicable)
4. 10-30-00
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Not applicable: Applicant is a newly formed entity.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 901 Semmes Avenue
Richmond, Virginia 23224
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

SunTrust Mortgage, Inc.
901 Semmes Avenue
Richmond, VA 23224

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Residential
Mortgage Loan Origination

ValuTree Lender Management LLC, Manager, by
Eileen G. King, its Senior Vice President
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Eileen G. King

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

WINDWARD MORTGAGE, L.L.C.

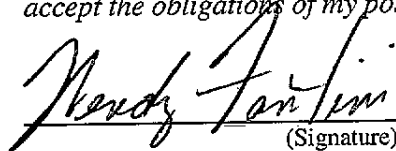
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



Wendy Fantini
(Signature) Authorized Representative

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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 "WINDWARD MORTGAGE, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF NOVEMBER, A.D. 2000.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0770812

DATE: 11-02-00