

NO0000004895

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, FL 32304

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 24 AM 10:37

Re: Mortgage Aquisition Association of America, Incorporated

Gentleman:

I am enclosing an original and a copy of Articles of Incorporation for the above named corporation. In addition, a chaeck in the sum of \$ 78.75 is enclosed which represents the following fees:

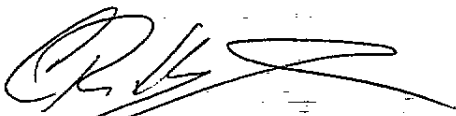
Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Fee	\$ 35.00
Total	\$ 78.75

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-07/24/00--01131--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very Truly Yours,



Colin Keogh  
400 Commerce Way, Suite 124  
Longwood, Florida 32750

JP 7/26/00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION**

**OF**

**MORTGAGE ACQUISITION ASSOCIATION  
OF AMERICA, INCORPORATED**

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Secretary of State,

We, the Incorporators,

Incorporator's Name	Number	Street	City	State	Zip
James Drahos	317	Sweetwater Creek Drive	Longwood	Florida	32779
Roy Smith	5138	Cypress Creek Drive	Orlando	Florida	32811
Colin Keogh	400	Commerce Way, Suite 124	Longwood	Florida	32750

The Corporation is organized pursuant to the provisions of the **FLORIDA** Non-Profit Corporation Code.

#### Article I

The name of the Corporation is:

**Mortgage Acquisition Association of America, Incorporated**

The Corporation is a Nonprofit Corporation.

#### Article II

The duration of the Corporation is perpetual.

#### Article III

The name and address of the initial registered agent and registered office are:

Registered Agent: Colin Keogh  
Registered Office Address: 400 Commerce Way, Suite 124  
City: Longwood, State: Florida  
Zip Code: 32750, County Seminole

#### **Article IV**

The initial Board of Directors (Trustees) shall be (3) three in number, with their names and addressees as follows:\_\_\_

<b>Director's Name</b>	<b>Number</b>	<b>Street</b>	<b>City</b>	<b>State</b>	<b>Zip</b>
<b>James Drahos</b>	<b>317</b>	<b>Sweetwater Creek Drive</b>	<b>Longwood</b>	<b>Florida</b>	<b>32779</b>
<b>Roy Smith</b>	<b>5138</b>	<b>Cypress Creek Drive</b>	<b>Orlando</b>	<b>Florida</b>	<b>32811</b>
<b>Colin Keogh</b>	<b>400</b>	<b>Commerce Way, Suite 124</b>	<b>Longwood</b>	<b>Florida</b>	<b>32750</b>

#### **Article V**

The purposes for which the corporation is organized are:

To operate exclusively for educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any superseding statute thereto, and such purposes shall include the following:

A.. Disseminate or spread information as it relates to mortgage acquisition to the members of the Association.

B. Establishment of various services pursuant to the wishes of the members and the by-laws of the Association to serve our members with up to date information and educational programs.

#### **Article VI**

In accordance with and besides the powers conferred by the laws of the State of **FLORIDA**, the Nonprofit Corporation shall have the following powers:

A. To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

B. To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.

C. To acquire, own, lease, mortgage, and dispose of property, both real and personal.

D. To conduct and carry on educational services and instructions through the public media,

including newspapers, book publishing, electronic broadcasting, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, and cable television.

E. To acquire, own, and operate such communication media as printing presses and publishing facilities, broadcasting and/or telecasting facilities.

F. To issue annuities and to enter gift-annuity contracts.

G. To establish and maintain a Credit Union to teach, provide and apply financial principals and stewardship as provided in the Association by-laws, for benefit of its members.

H. To accept property and donations in trust for charitable purposes.

I. To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations, or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the Corporation and, while the owner thereof, to exercise all rights, powers, and privileges of ownership, including the power to vote thereon.

## Article VII

**Mortgage Acquisition Association of America, Incorporated** is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any members, directors, trustees or individuals, except that **Mortgage Acquisition Association of America** , Incorporated shall be authorized and empowered to pay and to be paid a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of **Mortgage Acquisition Association of America, Incorporated** shall be the carrying on of propaganda or otherwise attempting to influence legislation, and **Mortgage Acquisition Association of America, Incorporated** shall not participate in or intervene in (including the publishing or distribution of statements) a political campaign. Notwithstanding any other provisions of these Articles, **Mortgage Acquisition Association of America, Incorporated** shall not carry on any other activities not permitted to be carried on by:

A. A Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or,

**B.** A Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

**C.** In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to such Nonprofit Corporation qualifying as an Organization exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any superseding statute thereof, and as an Organization qualifying as a public charity under the provisions of Section 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1954, as amended, or any superseding statute, as the Directors or Trustees of the Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is located, exclusively for such purposes, or the Organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Special provision authorized or permitted by statute to be contained in the **Articles of Incorporation**, are shown as follows:

### **Article VIII**

This corporation is organized pursuant to the provisions of the **FLORIDA** Nonprofit Corporation Code. All trustees of this Corporation now in good and regular standing, and such other members as the Board of Trustees shall from time to time admit to membership, shall be members of this Corporation.

### **Article IX**

The business and property of the Corporation shall be managed by a Board of Directors (Trustees). The present Trustees now duly constituted and elected shall constitute the Board of Trustees and they shall hold their offices permanently and so far as may be until other or further election. In the event of the inability of any Trustee to act, or in the event of the death of any Trustee, the remaining Trustees shall elect another Trustee, or Trustees, to fill the vacancy or vacancies, thus created. Each Trustee shall be a member in good standing of the Corporation. A new Trustee shall be elected by a majority vote of the total Trustees, excluding the Trustee whose

position is being filled by vote.

A. The Trustees in their collective capacity shall be known as the Board of Trustees and under that name shall constitute the governing body, and shall conduct and transact all business of the Corporation.

B. The Trustees shall have power and authority to hold an annual meeting of the Board of Trustees and may likewise hold special meetings as may be determined by the Board of Trustees. The annual meeting, if and when held, shall be held at the offices of the Corporation in **Longwood, Florida** on the first Tuesday of February in each year at the hour of 7:00 p.m. of such day, or as soon thereafter in each year as is possible for the Trustees to call such meeting; and any special meetings may be held at such time as the Trustees may determine, and all meetings shall be held at the offices of the Corporation in **Longwood, Florida**.

C. The Board of Trustees shall have and is hereby given power and authority to provide for the qualifications and requirements for membership and shall provide the means and manner of admission of membership, and shall likewise provide means for suspension from its membership.

D. The Board of Trustees shall have the authority and power, which is hereby given to establish,, institute, operate, and maintain any and all such additional departments, associations, institutions, schools, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by said Board of Trustees for the benefit of the members

E. The Board of Trustees of **Mortgage Acquisition Association of America, Incorporated** shall have power and authority that is hereby given, to negotiate or designate agents to negotiate all the business transactions, all receipts and all disbursements, for any such additional departments, associations, institutions, schools, mission stations, programs, and/or any such other vehicles established or instituted by this Corporation.

F. A majority of the Trustees shall constitute a quorum for the transaction by the Board of Trustees of any Business, in accordance to the laws of the State of **Florida** .

## **Article X**

The Manner in which the Directors or Trustees of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation.

The Corporation shall be a sovereign body, and the regulation of the internal affairs of the Corporation shall be governed by the provisions of the Bylaws of the Corporation.

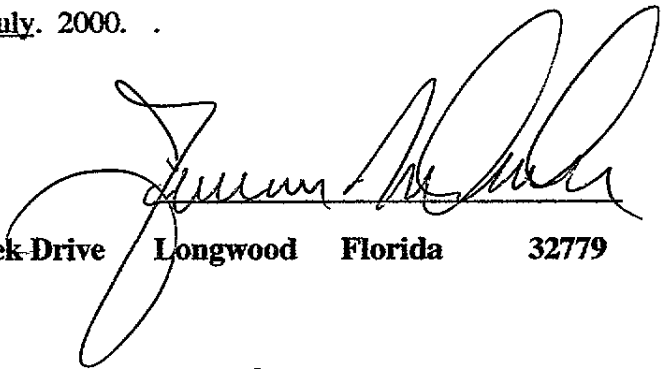
The place where the business of **Mortgage Acquisition Association of America, Incorporated** shall be transacted is **400 Commerce Way, Suite 124, Longwood, Florida** where said principal office shall be.

This action was taken by unanimous written consent of all Board of Trustees of the Incorporation in accordance with the appropriate statutes of the State of **Florida**, requiring no notice and received the vote of a majority of the Board of Trustees in office, there being no members having voting rights in respect thereof.

IN WITNESS WHEREOF, we the undersigned board of Trustees, have hereunto set our hands in Longwood, Florida on this 6th day of July. 2000. .

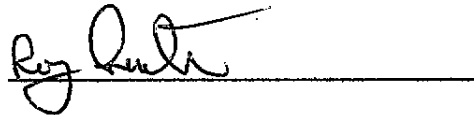
Incorporating Director (Trustee)

**James Drahos**      **317**   **Sweetwater Creek Drive**   **Longwood**   **Florida**      **32779**



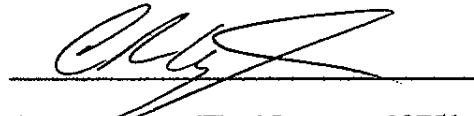
Incorporating Director (Trustee)

**Roy Smith**      **5138**   **Cypress Creek Drive**   **Orlando**   **Florida**      **32811**



Incorporating Director (Trustee)

**Colin Keogh**      **400**   **Commerce Way, Suite 124**   **Longwood**   **Florida**      **32750**





ACCEPTANCE OF REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Having been named as registered and to accept service of process for Mortgage Aquisition Association of America, Incorporated at 400 Commerce Way, Suite 124, Longwood, Florida 32750, 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 as registered agent.



Colin Keogh  
Registered Agent

July 6, 2000