

N99000007646

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: FAMB  
(Proposed corporate name - must include suffix)

300003082973--0  
-12/29/99--01053--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: FLA. ASSOC. OF MORTGAGE BROKERS  
Name (Printed or typed)

1292 CEDAR CENTER DR.  
Address

TALLAHASSEE, FL. 32301  
City, State & Zip

Daytime Telephone number

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 DEC 29 AM 11:16

NOTE: Please provide the original and one copy of the articles.

99 DEC 29 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

12-29-99  
90  
4

**Articles of Incorporation  
of  
Florida Society of Certified Mortgage Specialists, Inc.  
(A Florida Not For Profit Corporation)**

99 DEC 29 PM 1:10  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, makes and adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: Florida Society of Certified Mortgage Specialists, Inc.

ARTICLE II

The address of the principal office and the mailing address of the corporation is 1292 Cedar Center Drive, Tallahassee, Florida 32301 - P.O. Box 6477, Tallahassee, Florida 32314-6477.

ARTICLE III

The street address of the initial registered office of the corporation is 1292 Cedar Center Drive, Tallahassee, Florida 32301. The name of its initial registered agent at that address is Karen J. Wordell-Smith.

ARTICLE IV

The rights and privileges of members of the corporation, their liability for dues and assessments and the termination of membership shall be as stated in the bylaws.

ARTICLE V

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under IRC § 501 (c)(6) (the "Code"). No member of the corporation shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these articles, under law and under IRC § 501 (c)(6).

#### ARTICLE VI

The duration of the corporation is perpetual.

#### ARTICLE VII

The corporation is organized for the purpose of, and shall be devoted to, the improvement of business conditions in the mortgage brokerage industry through, including but not limited to, the promotion of higher business standards and better business methods and through the education of the public in the use of mortgage brokerage services. The corporation is also formed for the purpose of establishing, overseeing, and administering a designation program for qualified members of the mortgage brokerage industry.

#### ARTICLE VIII

Solely for the above purposes, the corporation shall have the powers to exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Chapter 617, Florida Statutes, and to engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

#### ARTICLE IX

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under IRC § 501 (a) as an organization described in IRC § 501 (c)(6). These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under IRC § 501 (c)(6). All references in these articles to sections of the Internal Revenue Code ("IRC") shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### ARTICLE X

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes within the meaning of IRC § 501 (c)(3), in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine.

#### ARTICLE XI

There shall be a board of directors consisting of at least three individuals, the exact number to be prescribed in the bylaws. The members of the board of directors shall initially be divided into two classes of two members each. The members of the first class shall hold office for an initial term of one year, and thereafter for terms of two years; the members of the second class shall hold office for a term of two years. The initial directors of the first class Steve Tomko and Susan Hanley; and the initial directors of the second class shall be Mary Spearman and Karen J. Wordell-Smith, all of whom have the following business address: 1292 Cedar Center Drive, P.O. Box 6477, Tallahassee, Florida 32314-6477. At all subsequent annual elections two directors shall be elected to succeed the two directors whose term then expires; provided that nothing herein shall be construed to prevent the reelection of a director. The directors shall otherwise be elected and qualified in the manner and at the times set forth in the bylaws. Any director may be removed, with or without cause, in the manner set forth in the bylaws.

#### ARTICLE XII

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws. Each officer shall be elected at such time and in such manner as may be prescribed by the bylaws.

#### ARTICLE XIII

The name and street address of the Incorporator is Karen J. Wordell-Smith, 1292 Cedar Center Drive, Tallahassee, Florida 32301.

ARTICLE XIV

The initial bylaws of the corporation are to be made and adopted by the initial board of directors, and thereafter may be altered, amended or rescinded in the manner prescribed in the bylaws.

ARTICLE XVI

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, and is authorized to purchase insurance for such purpose. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Chapter 617, Florida Statutes, and other similar laws.

December 28, 1999

Date

Karen J. Wordell-Smith

Karen J. Wordell-Smith  
Incorporator, Director

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida.

1. The name of the corporation is Florida Society of Certified Mortgage Specialists, Inc.
2. The name and address of the registered agent and office is Karen J. Wordell-Smith, 1292 Cedar Center Drive, Tallahassee, Florida 32301.

Having been named as registered agent and to accept service of process for the above stated corporation 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.

December 28, 1999

Date

Karen J. Wordell-Smith

Signature of Registered Agent

STEVE\FAMB\SOCIETY.ART

**FILED**  
99 DEC 29 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA