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H & B Mortgage Corp.

301 N. Hwy 27, Suite D

Clermont, FL 34711

(352) 243-9897 - Phone

(352) 243-6974 - Fax

FILED  
01 MAY 10 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

T. LEWIS MAY 17 2001

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
H & B MORTGAGE CORP.

FILED  
01 MAY 10 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE I  
NAME

The name of the corporation is:

H&B Mortgage Corp.

**FIRST: Amendment adopted:**

The first sentence of Article II. The first sentence of Article II is deleted and substituted with the following sentence:

ARTICLE II  
PRINCIPAL OFFICE

The principal office address is:

301 N. Hwy 27, Suite D  
Clermont, FL 34711

**SECOND: Amendment adopted**

The first sentence of Article III. The first sentence of Article III is deleted and substituted with the following sentence:

ARTICLE III  
PURPOSE

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of mortgage brokerage and any and all activities or business permitted by the laws of the United States and the State of Florida or any other state, territory, district, possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholder's quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

**THIRD: Amendment adopted**

The first sentence of Article IV. The first sentence of Article IV is deleted and substituted with the following sentence:

ARTICLE IV  
SHARES

The Corporation will hold 100 shares at \$10.00 per share as follows:

Hector M. Colon, P, S, T	50 shares
Betsy Y. Medina, Vice President	50 shares

**FOURTH: Amendment adopted**

The first sentence of Article V. The first sentence of Article V is amended with the following sentence

ARTICLE V  
INITIAL OFFICERS/DIRECTORS

Name of officers/directors:

Hector M. Colon, President, Secretary, Treasurer
Licensed Mortgage Broker
Betsy Y. Medina, Vice President
Licensed Mortgage Broker

(a) Director's powers: The Board of Directors shall have the power to fix or change salaries of the director, to permit contracts or other transactions between the corporation and one or more of its directors individually, or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation, all of which are not inconsistent with these Articles, any bylaws that may be adopted by the shareholders or any shareholder's agreement.

ARTICLE VI  
REGISTERED AGENT

The Registered Agent will be:

Hector M. Colon, President  
834 Maple Forest Avenue  
Clermont, FL 34711

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator is:

Hector M. Colon, President  
834 Maple Forest Avenue  
Clermont, FL 34711

**FIFTH: Amendment adopted**

The new Article IX. The new Article IX is as follows:

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting in accordance with the law and any shareholders' agreement.


**SIXTH:** The date of each amendment's adoption is May 2, 2001

**SEVENTH:** In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

**EIGHTH: Adoption of Amendment:**

The amendments were adopted by the board of directors and a sufficient number of votes were cast for approval of the amendments by the shareholders.

Signed this 2nd day of May, 2001.

  
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Hector M. Colon  
Chairman of the Board of Directors