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SECRETARY OF STATE ALLAHASSEE, FLORIDA

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#### TRANSMITTAL LETTER

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

SUBJECT:	EMC Morta	gage Solu	itions Inc
	(FROFOSED CORFORAT	e name - <u>moot mee</u>	DDE 25: 110)
Enclosed are an orig	inal and one (1) copy of the artic	les of incorporation and	a check for:
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	□ \$78.75 Filing Fee & Certified Copy  ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status
FROM:	3914 Cassia	Printed or typed)	
	Orlando, FC	32878 State & Zip	
<del></del>	407. 282. DD	elephone number	

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



July 17, 2003

EDITH M. CARR 3914 CASSIA DRIVE ORLANDO, FL 32828

SUBJECT: EMC MORTGAGES, INC.

Ref. Number: W03000020324

We have received your document for EMC MORTGAGES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

#### Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6067.

Neysa Culligan Document Specialist New Filings Section

Letter Number: 003A00041989

FILED

03 JUL 23 AMII: 50

#### ARTICLES OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### FOR

#### **EMC Mortgage Solutions, Inc.**

The undersigned, desiring to form a corporation under and by virtue of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, states as follows:

# ARTICLE I Name and Address of Corporation

The name of this corporation shall be EMC Mortgage Solutions INC., and the principal business and mailing address is 3914 Cassia Drive, Orlando, Florida 32828.

### ARTICLE II Objects and Purposes of Corporation

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be:

- 1. To engage in any lawful businesses permitted or allowed under the Florida General Corporation Act.
- 2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
- 3. To borrow money from any person, firm, or corporation; to issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation; and to secure same by mortgage, pledge or by any other lawful means.
- 4. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
- 5. To do any and all things necessary, suitable and proper for the accomplishment of any of its objects or for the exercise of any of the powers set forth above, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or

connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

6. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

#### ARTICLE III Term of Existence

The corporation shall have perpetual existence.

### ARTICLE IV Designation of Registered Agent and Acceptance

The names of the initial registered agents of this corporation is Edith M. Carr, and the address of the initial registered office of this corporation shall be 3914 Cassia Drive, Orlando, Florida 32828.

The undersigned is familiar with, and accepts, the obligations attendant upon his appointment as registered agent of the corporation.

#### ARTICLE V Capital Stock

The capital stock of the corporation shall consist of 500 shares of common stock with a par value of \$1.00 per share.

#### ARTICLE VI Board of Directors

The business of the corporation shall be conducted by a board of at least one director. The name and post office address of the initial director of the corporation is Edith M Carr.

The director named above shall hold office for the first year of the existence of the corporation or until his or her successors are elected and have qualified.

## ARTICLE VII Initial Capital

The amount of capital with which the corporation shall begin business is \$500.00.

## ARTICLE VIII Corporate Officers

The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified the following shall be the officers of the corporation:

President:

Edith M Carr

3914 Cassia Drive Orlando, FL 32828

Vice President:

Vacant

Secretary:

Vacant

Treasurer:

Vacant

# ARTICLE IX Identity of Incorporator; Pre-emptive Rights

The names and address of the incorporators is Edith M. Carr, 3914 Cassia Drive, Orlando, Florida 32828.

Every share holder of the corporation, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X Annual Meeting of Shareholders

- 1. The annual meeting of the shareholders shall be held on the first Monday of January of each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as my properly come before the meeting may be considered and transacted.
- 2. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually following the annual Shareholders meeting.
- 3. The time, place and manner of calling meetings of the shareholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.
- 4. The Board of Directors shall appoint a resident agent as required by the State of Florida.

# ARTICLE XI Commencement of Corporate Existence

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is as of the date of filing these Articles of Incorporation with the Secretary of the State.

# ARTICLE XII Limits of Liability

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

A special meeting of the incorporator and his or her assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and adoption of the By-Laws and the transaction of such other business as may be desired.

In WITNESS WHEREOF, I have hereunto set my hand and seal at Orlando, Florida on July 14, 2003.

Edith M Carr

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Edith M Carr, name who is to me well known and known by me to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that she signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal on July 14, 2003.

Notary Public

My Commission Expires:

LESLY ST. LEGER
MY COMMISSION # CC 858957
EXPIRES: July 28, 2003
Sonded Thru Notary Public Underwriters

Witness Date
Date

Witness Date

03 JUL 23 AMII: 50 SECRETARY OF STATE

ARTICLE I	NAME							
The name of the co	rporation shall be:							
ARTICLE II	PRINCIPAL OFFI	CE						
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ARTICLE III	PURPOSE							
The purpose for w	hich the corporation is	s organized is:						
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ARTICLE V	INITIAL OFFICE	RS AND/OR .	DIRECTO	RS				
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ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)