

P 04000084372

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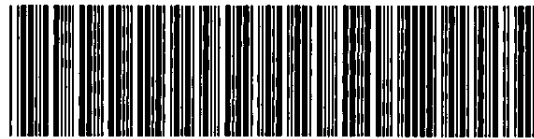
(Business Entity Name)

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07 FEB 15 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Arend*

D. CORNELL FEB 22 2007

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: BISON MORTGAGE CORP.

DOCUMENT NUMBER: P 64000684372

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOSEPH P. BRYANT  
(Name of Contact Person)

SOLUTIONS FUNDING, INC.  
(Firm/ Company)

10245 CENTURION PARKWAY, N., STE 305  
(Address)

JACKSONVILLE, FL 32256  
(City/ State and Zip Code)

For further information concerning this matter, please call:

JOSEPH P. BRYANT at (904) 236-5503  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |  |  |  |
|---|--|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|--|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

BISON MORTGAGE CORP.

(Name of corporation as currently filed with the Florida Dept. of State)

P 04000084372

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE 4

07 FEB 15 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: 1/18/07

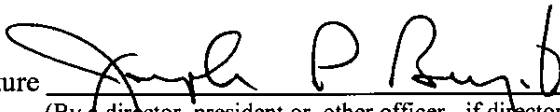
Effective date if applicable: Ø  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by  
\_\_\_\_\_. "  
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature   
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOSEPH P. BRYANT  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

**FILING FEE: \$35**

**ARTICLES OF AMENDMENT TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BISON MORTGAGE CORP.**

Bison Mortgage Corp., a corporation incorporated and under the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The original Articles of Incorporation were filed with the Secretary of State of Florida on May 27, 2004.
2. An Amended and Restated Articles of Incorporation were filed with the Secretary of State of Florida on October 17, 2006.
3. In lieu of a meeting and vote of the shareholders, the following Articles of Amendment to the Amended and Restated Articles of Incorporation were duly adopted by the Corporation's shareholders holding the necessary number of shares as required by statute in accordance with the provisions of Sections 607.0704 and 607.1003(6) of the Florida Business Corporation Act.
4. Article 4 of the Amended and Restated Articles of Incorporation is amended to read as follows:

**ARTICLE 4.       SHARES OF CAPITAL STOCK**

The total authorized stock of this Corporation shall consist of Fifty Million (50,000,000) shares of common stock having a par value of ten cents (\$.10) per share and Five Million (5,000,000) shares of preferred stock having a par value of One Dollar (\$1.00) per share. Authority is hereby expressly granted to the Corporation's Board of Directors to fix by resolution or resolutions any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions which are permitted by the Florida Business Corporation Act in respect of any class or classes of stock or any series of any class of capital stock of the Corporation. This Corporation shall from time to time in accordance with the laws of the State of Florida increase the authorized amount of its Common Stock if at any time the number of authorized shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit the conversion of the Preferred Stock.

The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Series A Preferred Stock set forth herein and as may be designated by the resolution of the Board of Directors with respect to any aeries of Series Preferred Stock as authorized herein. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by Florida law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to these Amended and Restated Articles of Incorporation that relates solely to the terms of Series A Preferred Stock if the holders of such affected series are

entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to these Amended and Restated Articles of Incorporation pursuant to the Florida Business Corporation Act. There shall be no cumulative voting. The numbers of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Florida Business Corporation Act.

The Preferred Stock shall be divided into series, and Two Million One Hundred Thousand (2,100,000) shares of Preferred Stock are designated Series A Preferred Stock ("Series A Preferred Stock"). The Series A Preferred Stock shall have the rights, preferences and other terms as are set forth in this Article 4.

#### 4.1 Dividends.

(a) The holders of the Series A Preferred Stock shall be entitled to receive dividends, prior and in preference to any dividend on Common Stock, whenever funds are legally available and when and if declared by the Board of Directors. The dividends shall be non-cumulative and non-accruing.

(b) No dividends (other than those payable solely in Common Stock) shall be paid on any Common Stock of the Corporation during any fiscal year of the Corporation until dividends shall have been paid or declared and set apart during that fiscal year on the Series A Preferred Stock, and no dividends shall be paid on any share of Common Stock unless a dividend (including, for this purpose the amount of any dividends paid pursuant to the provisions of Subsection 4.1(a)) is paid with respect to all outstanding shares of Series A Preferred Stock in an amount for each such share of Series A Preferred Stock equal to or greater than the aggregate amount of such dividends for all shares of Common Stock into which each such share of Series A Preferred Stock could then be converted.

#### 4.2 Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of Common Stock by reason of their ownership thereof, the amount of One Dollar (\$1.00) per share then held by them (as adjusted for any stock dividends, combinations or splits with respect to such shares) plus all declared but unpaid dividends on each such share. If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders and the holders of any other class or series of preferred stock ranking on a parity with or senior to the Series A Preferred Stock of the full preferential amounts due to such holders, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock and the holders of any other such class or series of preferred stock in proportion to the preferential amount each such

holder is otherwise entitled to receive.

(b) After payment has been made to the holders of the Series A Preferred Stock and the holders of any other class or series of preferred stock of the full amounts to which they shall be entitled as provided in Section 4.2(a), the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed among the holders of Common Stock in proportion to the shares of Common Stock then held by each.

(c) A consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up within the meaning of this Section 4.2, but shall be subject to the provisions of Section 4.5 hereof.

#### 4.3 Voting Rights.

The holder of each share of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock could be converted and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law), voting together as a single class, and shall be entitled to notice of any stockholders' meeting in accordance with the By-laws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

#### 4.4. Conversion Rights.

(a) Each share of the Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such shares, into one-half of one fully paid and nonassessable share of Common Stock (the "Series A Conversion Rate"), subject to adjustment as hereinafter provided. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same and shall state therein the name or names in which such holder wishes the certificate or certificates for shares of Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(b) In the event that this Corporation at any time or from time to time after the date of filing of this Amended and Restated Certificate of Incorporation shall declare or pay any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Series A Conversion Rate in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately and equitably decreased or increased, as appropriate.

(c) The Corporation will not, by amendment of its Second Amended and Restated Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation.

(d) Upon the occurrence of each adjustment or readjustment of the Series A Conversion Rate pursuant to this Section 4.4, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock, as the case may be, a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the applicable Series A Conversion Rate at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such Series A Preferred Stock.

(e) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to these Second Amended and Restated Articles of Incorporation.

(f) No fractional shares shall be issued upon the conversion of any share or shares of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the



issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors of the Corporation).

(g) Except under the circumstances set forth in Section 4.5 below (in which case this subsection (f) shall not apply), in case of any reorganization or any reclassification of the capital stock of the Corporation, any consolidation or merger of the Corporation with or into another corporation or corporations, or the conveyance of all or substantially all of the assets of the Corporation to another corporation, each share of Series A Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property (including cash) to which a holder of the number of shares of Common Stock deliverable upon conversion of such share of Series A Preferred Stock would have been entitled upon the record date of (or date of, if no record date is fixed) such reorganization, reclassification, consolidation, merger or conveyance, and, in any case, appropriate adjustment (as determined by the Board of Directors) shall be made in the application of the provisions herein set forth with respect to the rights and interests thereafter of the holders of the Series A Preferred Stock, to the end that the provisions set forth herein shall thereafter be applicable, as nearly as equivalent as is practicable, in relation to any shares of stock or the securities or property (including cash) thereafter deliverable upon the conversion of the shares of such Series A Preferred Stock.

#### 4.5. Merger, Consolidation.

(a) At any time, in the event of:

1. a consolidation or merger of the Corporation with or into any other corporation, or any other entity or person in which the stockholders of the Corporation hold in the aggregate less than one-half of the outstanding voting securities of the surviving entity after the merger,

2. any corporate reorganization in which the stockholders of the Corporation hold in the aggregate less than one-half of the outstanding voting securities of the surviving entity after the merger,

3. a sale of all or substantially all of the assets of the Corporation, or

4. a reorganization of the Corporation as defined in Section 368(a)(1)(B) of the Internal Revenue Code of 1986 or in which more than fifty percent (50%) of the outstanding stock of the Corporation is exchanged (calculated on an as-converted to Common Stock basis), the holders of the Series A Preferred Stock, the holders of any other class or series of preferred stock hereafter created and issued and the holders of Common Stock shall be paid in cash or in securities received from the acquiring corporation or in a combination thereof, at the closing of any such transaction, amounts per share equal to the amounts per share which would be payable to such holders pursuant to Section 4.2 if all consideration received by the Corporation and its stockholders in connection with such event were being available

distributed in a liquidation of the Corporation; provided, however, that if upon the occurrence of such event, the assets and funds thus available for distribution among the holders of the Series A Preferred Stock and the holders of any other class or series of preferred stock ranking on a parity with or senior to the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts due to them pursuant to Section 4.2 above, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock and the holders of any other such class or series of preferred stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(b) Any securities to be delivered to stockholders pursuant to Section 4.5(a) above shall be valued as follows:

(i) Securities not subject to restrictions on free marketability:

1. If traded on a securities exchange or the Nasdaq Market, the value shall be deemed to be the average of the security's closing prices on such exchange over the 30-day period ending three (3) days prior to the closing;

2. If actively traded over-the-counter, the value shall be deemed to be the average of the midpoints of the closing bid and ask prices over the 30-day period ending three (3) days prior to the closing, and

3. If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Corporation and the holders of not less than a majority of the outstanding Series A Preferred Stock; and

4. The method of valuation of securities subject to restrictions on free marketability shall be to make an appropriate discount from the market value determined as above in (i)(1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by the Corporation and the holders of not less than a majority of the outstanding Series A Preferred Stock.

5. In the event of any dispute between the Corporation and the holders of Series A Preferred Stock regarding valuation issues as provided in this Section 4.5(b), such dispute shall be submitted to binding arbitration in accordance with the currently prevailing commercial arbitration rules of the American Arbitration Association. The decisions and awards rendered in such proceedings shall be final and conclusive and may be entered in any court having jurisdiction thereof.

(c) The Corporation shall give each holder of record of Series A Preferred Stock written notice of such impending transaction not later than five (5) days prior to the stockholders' meeting called to approve such transaction or thirty (30) days prior to the closing of such transaction, whichever is earlier, and shall also notify such holders in writing of the final approval of such transaction. The first of said notices shall describe the material terms and conditions of the contemplated transaction as well as the terms and conditions of this Section 4.5,

and the Corporation shall thereafter give such holders prompt notice of any material changes.

4.6. Amendment. Any term relating to the Series A Preferred Stock may be amended and the observance of any term relating to the Series A Preferred Stock may be waived (either generally or in a particular instance and either retroactively or prospectively) only with the vote or written consent of holders of at least a majority of the shares of the Series A Preferred Stock then outstanding and the Corporation. Any amendment or waiver so effected shall be binding upon the Corporation and any holder of shares of the Series A Preferred Stock.

4.7. No Reissuance of Preferred Stock.

No share or shares of Series A Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

4.8 Company Right to Redeem.

(a) The Company shall have the right, upon thirty (30) days prior written notice to the holder, to redeem at par value such holder's Series A Preferred Stock which have not been previously redeemed by the Corporation or converted into Common Stock in accordance with Section 4 hereof on or before such date. The Corporation shall pay the redemption price within thirty (30) days of the date it sends written notice to a holder of Series A Preferred Stock of its election to require redemption ("Redemption Notice Date"). The redemption price may be payable at the Corporation's option in cash or by the conveyance to the holder of the Series A Preferred Stock of that certain real property located in the County of Henrico, Virginia that was conveyed to the Corporation as consideration for the issuance of the Series A Preferred Stock (the "Property"), provided that the Property does not have any liens and encumbrances that were not in existence on the date that the Property was originally conveyed to the Corporation. If, however, the Corporation fails to pay such holder the redemption price within the aforementioned thirty (30) day period, then and in that event, the Corporation shall be required to pay such holder within ninety (90) days of the Redemption Notice Date, an amount equal to the redemption price plus twenty-five cents (\$0.25) per share of Series A Preferred Stock for which redemption has been elected.

(b) The Corporation shall pay the redemption price to each holder of record of Series A Preferred Stock in accordance with this Section 4, provided, however, that as a condition precedent to the Corporation's payment of the redemption price to any holder, such holder shall deliver to the Corporation the certificate representing the Series A Preferred Shares to be redeemed or, in lieu thereof, satisfactory evidence that such certificate has been lost or destroyed, together with a bond or surety satisfactory to the Corporation to protect it against loss should such certificate subsequently be tendered for redemption.

(c) From and after the date of payment of the redemption price, holders of Series A Preferred Stock shall cease to be shareholders of the Corporation and the sole right of holders of Series A Preferred Stock shall be to receive the Series A redemption price as provided

herein.

4.9 Holder Right to Request Redemption.

(a) Each holder of Series A Preferred Stock shall have the right, on or after December 1, 2007, upon 180 days prior written notice to the Corporation, to require the Corporation to redeem at par value such holder's Series A Preferred Stock which have not been previously redeemed by the Corporation or converted into Common Stock in accordance with Section 4 hereof on or before such date. The Corporation shall pay the redemption price no later than 180 days of the date it receives written notice from a holder of Series A Preferred Stock of such holder's election to require redemption ("Redemption Notice Date"). The redemption price may be payable at the Corporation's option in cash or by the conveyance to the holder of the Series A Preferred Stock of the Property, provided that the Property does not have any liens and encumbrances that were not in existence on the date that the Property was originally conveyed to the Corporation. If, however, the Corporation fails to pay such holder the redemption price within the aforementioned 180 day period, then and in that event, the Corporation shall be required to pay such holder within ninety (90) days of the Redemption Notice Date, an amount equal to the redemption price plus twenty-five cents (\$0.25) per share of Series A Preferred Stock for which redemption has been elected.


(b) The Corporation shall pay the redemption price to each holder of record of Series A Preferred Stock in accordance with this Section 4, provided, however, that as a condition precedent to the Corporation's payment of the redemption price to any holder, such holder shall deliver to the Corporation the certificate representing the Series A Preferred Shares to be redeemed or, in lieu thereof, satisfactory evidence that such certificate has been lost or destroyed, together with a bond or surety satisfactory to the Corporation to protect it against loss should such certificate subsequently be tendered for redemption.

(c) From and after the date of payment of the redemption price, holders of Series A Preferred Stock shall cease to be shareholders of the Corporation and the sole right of holders of Series A Preferred Stock shall be to receive the Series G Redemption Price as provided herein.

4.11 Other. Except as expressly provided herein, Series A Preferred Stock shall have the same rights and privileges as shares of the Corporation's Common Stock.

**IN WITNESS WHEREOF**, this Corporation has caused this Articles of Amendment to be signed by its duly authorized officer this 18<sup>th</sup> day of January, 2007.

BISON MORTGAGE CORP.,  
a Florida corporation

By:   
Joseph P. Bryant, President