

Division of Corporations

Page 1 of 1

**Florida Department of State**  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.****VICTORY MORTGAGE GROUP, INC.**

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**ARTICLES OF INCORPORATION  
OF  
VICTORY MORTGAGE GROUP, INC**

**ARTICLE I - NAME**

The name of this corporation is VICTORY MORTGAGE GROUP, INC

**ARTICLE II - PRINCIPAL ADDRESS**

4050 Windsor Park Drive, Jacksonville, FL 32224

**ARTICLE III - COMMENCEMENT**

This corporation shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE IV - PURPOSE**

This corporation is organized for the primary purpose of acting as a mortgage leads company.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00, par value, common stock.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 8751 W. Broward Blvd., Suite 106, Plantation, Florida 33324 and the name and address of the initial registered agent is ANDREW G. ROSENBERG, ESQ. 8751 W. Broward Blvd., Suite 106, Plantation, Florida 33324.

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Prepared by:  
Andrew G. Rosenberg, Esq.  
Florida Bar #0012904  
8751 W. Broward Blvd., Suite 106  
Plantation, Florida 33324

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial director is:

John Wagner, 4050 Windsor Park Drive, Jacksonville, Fl. 32224

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the people signing these articles are:

Andrew G. Rosenberg, Esq.  
8751 W. Broward Blvd., Suite 106  
Plantation, Florida 33324

#### **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

#### **ARTICLE X - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or other property of any previously unissued 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 XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

Anything to be contrary contained in these articles of incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the board of directors.

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#### **ARTICLE XII - INDEMNIFICATION**

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

#### **ARTICLE XIII - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these articles of incorporation this 30<sup>th</sup> day of June, 2004.

  
Andrew G. Rosenberg, Esq. incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:


FIRST -- THAT VICTORY MORTGAGE GROUP, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF JACKSONVILLE, COUNTY OF DUVAL, STATE OF FLORIDA HAS NAMED ANDREW G. ROSENBERG, ESQ., (REGISTERED AGENT) LOCATED AT 8751 W. BROWARD BLVD., SUITE 106, PLANTATION, FLORIDA 33324, COUNTY OF BROWARD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

  
Andrew G. Rosenberg, Esq.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

  
Andrew G. Rosenberg, Esq.

DATE:

6/30/04

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TALLAHASSEE, FLORIDA

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