

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000250937 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : TAX HOUSE CORPORATION
Account Number : I20000000137
Phone : (954)782-4000
Fax Number : (954)782-8252

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

12/21/2004 11:10:35

APPROVED
AND
FILED

FLORIDA PROFIT CORPORATION OR P.A.

HOUSE BANKER MORTGAGE LENDER CORP

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

July 7, 2004

Ms. Carine T. Artigas
Special Projects Division
Tax House Corporation
1261 E. Sample Road
Suite 210
Pompano Beach, Florida 33064

Dear Ms. Artigas:

Re: House Banker Mortgage Lender, LLC

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company.

The Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

A handwritten signature in cursive script, reading "Linda B. Charity".

Linda B. Charity
Director
Division of Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

William T. Sims, Bureau of Finance Regulation

200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9111 - FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

H04000250937 3

04 DEC 21 AM 10:35

ARTICLES OF INCORPORATION OF:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOUSE BANKER MORTGAGE LENDER CORP

The undersigned subscriber to these Articles of Incorporation is a Natural Person
competent to contract and hereby form a Corporation for profit under Chapter 607
of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is **HOUSE BANKER MORTGAGE LENDER CORP**
(Hereinafter, "Corporation").

ARTICLE II - DURATION / TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of
theses Articles with the Department of State.

ARTICLE III - NATURE / PURPOSE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the
United States and of this state.

ARTICLE IV CAPITAL STOCK

IV.1 This Corporation is authorized to issue 1,000 shares of \$1.00 per value common
stock that shall be designated to "Common Shares".

IV.2 No holder of shares of stock of any class shall have any preemptive right to
subscribe to or purchase any additional shares of any class, or any bonds or convertible
securities of any nature; provided, however, that the Board of Director(s) may, in
authorizing the issuance of shares of stock of any class, confer any preemptive right that
the Board of Director(s) may redeem advisable in connection with such issuance.

IV.3 The Board of Director(s) of the Corporation may authorize the issuance from time to
time of shares of its stock of any class, whether now or hereafter now or hereafter
authorized, for such consideration as the Board of Director(s) may redeem advisable,
subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the
Corporation.

IV.4 The Board of Director(s) of the Corporation may, by Restated Articles of
Incorporation, classify or reclassify any non issued stock from time to time by setting or
changing the preferences, conversions or other rights, voting powers, restrictions,
limitations as to dividends, qualifications, or term or conditions of redemption of the
stock.

H04000250937 3**ARTICLE V LOCATION**

The Street, Address, City and State in which the principal office of the corporation is to be located are 1261 E Sample Rd Ste 201 - Pompano Beach, FL 33064. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI SUBSCRIBER

The name and street address of the incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Breno R. Gomes President / Treasurer	1261 E Sample Rd Ste 201 Pompano Beach, FL 33064

ARTICLE VII AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE VIII LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

H04000250937 3

ARTICLE IX POWER OF CORPORATION

The Corporation shall have the same powers as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

ARTICLE XII REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII INITIAL REGISTERED OFFICE / AGENT & INCORPORATOR

The street address of the initial registered office of this corporation is 1261 E Sample Rd Ste 201 • Pompano Beach • Florida • 33064 and the name of the initial registered agent of this corporation at that address is Breno R. Gomes.

ARTICLE XIV BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

H04000250937 3**ARTICLE XV EFFECTIVE DATE OF INCORPORATION**

These Articles of Incorporation shall be effective on **January 01, 2005**, upon approval of the Secretary of State, State of Florida.

ARTICLE XVI INITIAL BOARD OF DIRECTORS OF INCORPORATION

The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The name(s) and address(es) of the director(s) of the initial Board of Directors is (are):

NAME**ADDRESS**

Breno R. Gomes
President / Treasurer

1261 E Sample Rd Ste 201
Pompano Beach, FL 33064

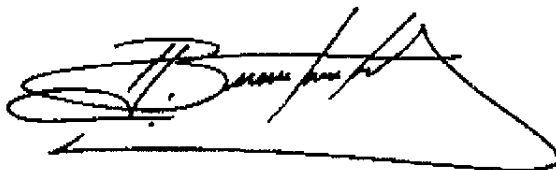
Abel Moraes
Director

1261 E Sample Rd Ste 201
Pompano Beach, FL 33064

Carlos Gomes
CEO - Chief Executive Officer

1261 E Sample Rd Ste 201
Pompano Beach, FL 33064

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this **December 21, 2004**.



House Banker Mortgage Lender Corp
Breno Gomes, President / Treasurer

APPROVED
AND
FILED
006/007

H04000250937 3

04 DEC 21 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

*PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND
REGISTERED AGENT, IN THE STATE OF FLORIDA.*

1. The name of the corporation is **HOUSE BANKER MORTGAGE
LENDER CORP**

2. The name and address of the registered agent and office is:

Breno R. Gomes

Registered Agent

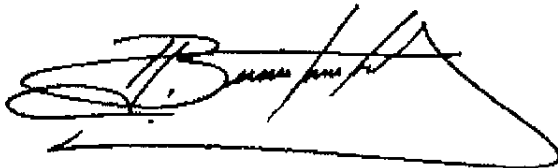
1261 E Sample Rd. Ste 201

Address

Pompano Beach, FL 33064

City - State - Zip

*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 the 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.*



Breno R. Gomes (Signature)

December 21, 2004

(Date)



1261 E Sample Rd. - Pompano Beach, FL 33064
3929 N Federal Hwy - Pompano Beach, FL 33064
11401 S Cleveland Ave Ste 6 - Ft. Myers, FL 33907

Phone (954) 782-4000 - Fax (954) 782-8252
Phone (954) 545-8220 - Fax (954) 545-8215
Phone (239) 428-0829 - Fax (239) 274-9829

www.TaxHouse.net - info@taxhouse.net - 1-800-460-4-TAX