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Amended

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
REAL MORTGAGE SYSTEMS, INC.**

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TALLAHASSEE FLORIDA

Real Mortgage Systems, Inc., a Florida corporation (the "Corporation") organized and existing under the Florida Business Corporations Act, Chapter 607, Florida Statutes (2005), as amended ("FBCA") hereby certifies as follows:

1. On September 15, 2005, Articles of Incorporation for the Corporation were originally filed with the Secretary of State. The corporation was assigned document number P05000127693.

2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as provided below.

Pursuant to the FBCA the following is adopted as the Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE I
NAME AND DURATION

The name of the Corporation is Real Mortgage Systems, Inc. The duration of the Corporation is perpetual.

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office and mailing address of the Corporation is 10321 Fortune Parkway, Suite 201, Jacksonville, Duval County, Florida 32256.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the registered office in the State of Florida is 208 North Laura Street, Suite 800, Jacksonville, Duval County, Florida 32202. The name of the registered agent at such address is Milam Howard Nicandri Dees & Gilliam, P.A.

ARTICLE IV
CORPORATE PURPOSES, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the FBCA.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the FBCA.

ARTICLE V
CAPITAL STOCK

1. Authorized Capital. The Corporation shall have authority to issue 20,000,000 shares of capital stock of which 4,000,000 shares shall be voting common stock, par value \$.0001 per share ("Voting Common Stock"), and 6,000,000 shares shall be non-voting common stock, par value \$.0001 per share

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("Non-voting Common Stock") (collectively the Voting Common Stock and Non-voting Common Stock shall be referred to as the "Common Stock") and 10,000,000 shall be preferred stock, par value \$.0001 per share ("Preferred Stock").

2. Voting Common Stock.

(a) Identical Rights. Except as otherwise provided herein, all shares of Voting Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(b) Relative Rights of Voting Common Stock and Non-voting Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Voting Common Stock and the Non-voting Common Stock are expressly made pari passu to each other except with respect to voting rights in which case on all matters submitted to the Corporation's stockholders (i) the holders of the Voting Common Stock shall have the voting rights established herein and (ii) the holders of the Non-voting Common Stock shall not have any voting rights, except as otherwise required by law, that may be fixed with respect to any shares of Common Stock or Preferred Stock.

(c) Relative Rights of Preferred Stock and Voting Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Voting Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of Preferred Stock.

(d) Voting Rights. Except as otherwise required by law or as otherwise provided herein, on all matters submitted to the Corporation's stockholders generally, the holders of Voting Common Stock shall be entitled to one vote per share.

(e) Dividends. When and as dividends or other distributions are declared, whether payable in cash, in property or in securities of the Corporation, the holders of shares of Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions, provided that if dividends or other distributions are declared which are payable in shares of Voting Common Stock, such dividends or other distributions shall be declared payable at the same rate for all holders of Common Stock. Notwithstanding the foregoing, so long as any shares of Preferred Stock ranking senior to the Common Stock as to dividends are outstanding, no dividends or distributions (including redemptions) may be paid on the Common Stock unless all dividends on such Preferred Stock shall have been paid.

(f) Conversion. The holders of shares of Voting Common Stock shall not have any rights to convert such shares into shares of any other class or series of capital stock of the Corporation.

(g) Redemption. Holders of Voting Common Stock have no redemption or preemptive rights and are not liable for capital calls or assessments, but may be subject to redemption under the terms of separate agreements.

(h) Liquidation Rights. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, subject to the prior payment in full of all liabilities of the Corporation and any liquidation preference of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled to share, equally and ratably among all holders of Common Stock, in all remaining assets after payment of such liabilities and preferences. Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation, shall be

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deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purpose of this paragraph (h).

3. Non-voting Common Stock.

(a) Identical Rights. Except as otherwise provided herein, all shares of Non-voting Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(b) Relative Rights of Voting Common Stock and Non-voting Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Voting Common Stock and the Non-voting Common Stock are expressly made *pari passu* to each other except with respect to voting rights in which case on all matters submitted to the Corporation's stockholders (i) the holders of the Voting Common Stock shall have the voting rights established herein and (ii) the holders of the Non-voting Common Stock shall not have any voting rights, except as otherwise required by law, that may be fixed with respect to any shares of Common Stock or Preferred Stock.

(c) Relative Rights of Preferred Stock and Non-voting Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Non-voting Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of Preferred Stock.

(d) Voting Rights. Except as otherwise required by law or as otherwise provided herein, on all matters submitted to the Corporation's stockholders generally, the holders of Non-voting Common Stock shall not be entitled to vote.

(e) Dividends. When and as dividends or other distributions are declared, whether payable in cash, in property or in securities of the Corporation, the holders of shares of Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions, provided that if dividends or other distributions are declared which are payable in shares of Voting Common Stock, such dividends or other distributions shall be declared payable at the same rate for all holders of Common Stock. Notwithstanding the foregoing, so long as any shares of Preferred Stock ranking senior to the Common Stock as to dividends are outstanding, no dividends or distributions (including redemptions) may be paid on the Common Stock unless all dividends on such Preferred Stock shall have been paid.

(f) Conversion. The holders of shares of Non-voting Common Stock shall not have any rights to convert such shares into shares of any other class or series of capital stock of the Corporation.

(g) Redemption. Holders of Non-voting Common Stock have no redemption or preemptive rights and are not liable for capital calls or assessments, but may be subject to redemption under the terms of separate agreements.

(h) Liquidation Rights. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, subject to the prior payment in full of all liabilities of the Corporation and any liquidation preference of shares of Preferred Stock, the holders of shares of Common Stock shall be entitled to share, equally and ratably among all holders of Common Stock, in all remaining assets after payment of such liabilities and preferences. Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purpose of this paragraph (h).

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4. Preferred Stock. The Board of Directors is expressly authorized to provide for the issuance of all or any shares of Preferred Stock, if any, in one or more classes or series, and to fix for each such class or series such voting powers limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series and as may be permitted by the FBCA, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

ARTICLE VI
INCORPORATOR

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
William D. Meadow	7950 James Island Trail Jacksonville, Florida 32256

ARTICLE VII
BOARD OF DIRECTORS

The names and mailing addresses of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
William D. Meadow	7950 James Island Trail Jacksonville, FL 32256
David R. Dent	107 Chickering Parkway Roswell, GA 30075

ARTICLE VIII
AMENDMENT

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 statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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ARTICLE IX
BYLAWS

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X
INDEMNIFICATION

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

These Amended and Restated Articles of Incorporation have been approved and adopted by the Board of Directors, have been duly executed, and are being filed in accordance with Section 607.1005 of the Florida Statutes.

* * *

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IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of the Corporation on May 1st, 2006.

REAL MORTGAGE SYSTEMS, INC.



By: _____

Name: William D. Meadow

Title: Chairman and Chief Executive Officer