

**Electronic Articles of Incorporation
For**

P08000044229
FILED
May 01, 2008
Sec. Of State
sprather

SPRUCE MORTGAGE INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
SPRUCE MORTGAGE INC.

Article II

The principal place of business address:
346 SHELBURNE RD
STE 403
BURLINGTON, VT. US 05401

The mailing address of the corporation is:
168 SUMMIT ST
BURLINGTON, VT. US 05401

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
1

Article V

The name and Florida street address of the registered agent is:
CHAD M GRAY
111 ISLE OF VENICE
5
FORT LAUDERDALE, FL. 33301

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: CHAD GRAY

Article VI

The name and address of the incorporator is:

CHAD GRAY
111 ISLE OF VENICE
5
FORT LAUDERDALE, FL 33301

Incorporator Signature: CHAD GRAY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MARTHA DAVIS
333 MORGAN DRIVE UNIT 1
SHELBURNE, VT. 05482 US

Title: CEO
EUGENE RICHARDS
168 SUMMIT ST
BURLINGTON, VT. 05401 US

Title: SHAR
JULIE RICHARDS
168 SUMMIT ST
BURLINGTON, VT. 05401 US

Article VIII

The effective date for this corporation shall be:

06/01/2008