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10 MAR 12 AM 11:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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3-10-2010

Keith W. Meisel, P.A.

Requester's Name

712 US Hwy #230

Address

D. Palm Bch., FL

City

State

ZIP

Phone

1-561-842-1025

Bonnie

CORPORATION(S) NAME

HAMP ANALYSIS, INC.

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

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ARTICLES OF INCORPORATION  
OF  
HAMP ANALYSIS, INC.

**FILED**

10 MAR 12 AM 11:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, subscribed to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is HAMP ANALYSIS, INC.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted and carried on by this corporation and its objects and purposes are to do any and all things hereinafter set out or provided and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon business corporations as fully and to the same extent as a natural person might or could do in all parts of the world, namely:

To engage in the business of rendering analysis and assistance to homeowners and attorneys attempting loan modifications and mediation in foreclosure cases and any activity permitted under the laws of the United States of America and the State of Florida, but in no event beyond those activities permitted in Chapter 621, Florida Statutes, The Professional Corporation Act, as presently written and as it may in the future be amended.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, each share having the par value of \$1.00. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

#### ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation is to be at 5616 N. Ocean Blvd., Ocean Ridge, Florida 33435. The Board of Directors may from time to time designate such other address and place for its principal office of this Corporation as it may see fit.

#### ARTICLE VI - DIRECTORS

The number of directors of this Corporation shall be as provided by the Bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be one (1) in number until otherwise fixed or changed by the Bylaws.

#### ARTICLE VII - INITIAL DIRECTORS

The name and address of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the Bylaws of this Corporation, and the laws of Florida, shall

hold office until his successor is chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for by the Bylaws, is as follows:

<u>Name</u>	<u>Address</u>
James A. Bonfiglio	5616 N. Ocean Blvd., Ocean Ridge, Florida 33435

#### ARTICLE VIII - SUBSCRIBER

The name and address of the Subscriber to the Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Keith W. Meisel	712 U.S. Highway One-Ste.230 North Palm Beach, Florida 33408

#### ARTICLE IX - OFFICERS

The Corporation shall have a President, a Treasurer and a Secretary and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

The officers, who are to serve until the election and qualification of their successors are:

James A. Bonfiglio	President, Treasurer and Secretary
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#### ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 712 U.S. Highway One-Ste.230., North Palm Beach, Florida 33408 and the name of the registered agent of the Corporation is Keith W. Meisel.

## ARTICLE XI - BYLAWS

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

## ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the shareholders.

## ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of directors must be attended in fact in person by each director.

## ARTICLE XIV - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

## ARTICLE XV - INDEMNIFICATION

(a) The Corporation hereby indemnifies any officer or director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer, employee or agent of this

Corporation or of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a Director or officer of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged

to have been guilty of negligence or misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subparagraph (a)(1) above on a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in subparagraph (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and



retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interest as between the Corporation and such person or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XVI  
TRANSACTIONS IN WHICH DIRECTORS  
OR OFFICERS ARE INTERESTED

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purposes, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies, the contract or

transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### ARTICLE XVII - FINANCIAL INFORMATION

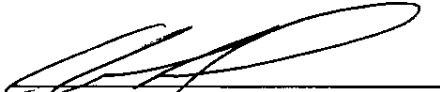
The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

#### ARTICLE XVIII - AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provisions herein contained in these Articles of Incorporation, the manner now or hereafter prescribed

by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors are granted subject to this reservation.

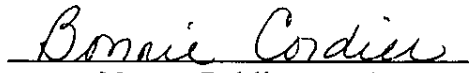
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10 day of March, 2010.

  
Keith W. Meisel

**STATE OF FLORIDA  
COUNTY OF PALM BEACH**

BEFORE ME personally appeared Keith W. Meisel, who is personally known to me or presented \_\_\_\_\_ as identification, to me known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 10<sup>th</sup> day of March, 2010.

  
Notary Public  
State of Florida at Large  
My Commission Expires



**ACCEPTANCE OF REGISTERED AGENT**

I, Keith W. Meisel, do hereby accept the designation of Registered Agent for HAMP Analysis, Inc.

  
Keith W. Meisel

Sworn to and subscribed before me  
this 10<sup>th</sup> day of March, 2010.

  
Notary Public - State of Florida

My Commission Expires:

