P25000050588

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DATE: 10/1/25

NAME: BRIGHTSHORE MORTGAGE, INC.

TYPE OF FILING: AMENEMENT

COST: 43.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: **FCA000000015**

AUTHORIZATION: ABBIE/PAUL HODGE PW Hodge

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Brightshore Mortgage, Inc.

DOCUMENT NUMBER: P25000050588

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kirstin McMullen
Name of Contact Person

Brightshore Mortgage, Inc.
Firm/ Company

1417 N. Magnolia Ave.
Address

Ocala, FL 34475
City/ State and Zip Code

kmcmullen@essexmortgage.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steve Forsythe at (714) 919-8068
Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☐ $35 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ☒ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Brightshore Mortgage, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P25000050588

(Document Number of Corporation (if known)

FILED
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_______________ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp," "Inc," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

____

____

____

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

____

____

____

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _______________

____
(Florida street address)

New Registered Office Address: _______________, Florida _______________
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

____
Signature of New Registered Agent, if changing

Check if applicable
☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
2) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
3) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
4) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
5) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
6) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________

E. **<u>If amending or adding additional Articles, enter change(s) here</u>**:
(Attach *additional sheets, if necessary*). *(Be specific)*

F. **<u>If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:</u>**
(if not applicable, indicate N/A)

See attached.

The date of each amendment(s) adoption: September 29, 2025, if other than the date this document was signed.

Effective date if applicable: September 29, 2025

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

■ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by ____________________."

(voting group)

Dated September 30, 2025

Signature KSMM

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Kirstin McMullen

(Typed or printed name of person signing)

Chief Financial Officer

(Title of person signing)

BRIGHTSHORE MORTGAGE, INC.

**CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS
OF
SERIES A PREFERRED STOCK**
("Certificate of Designation")

Brightshore Mortgage, Inc., a corporation organized and existing under the Florida Business Corporation Act (the "Corporation"), certifies that in accordance with the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the board of directors of the Corporation (the "Board of Directors") by unanimous written consent dated as of September 29, 2025 duly approved and adopted the following resolution which resolution remains in full force and effect on the date hereof:

RESOLVED, that pursuant to the authority vested in the Board of Directors by the unanimous consent of the common stockholders representing one hundred percent (100%) of the voting interest of stockholders of the Corporation, dated as of September 29, 2025, the Board of Directors does hereby designate, create, authorize and provide for the issue of Series A Preferred Stock, par value $0.001 per share (the "Series A Preferred Stock"), consisting of two thousand four hundred (2,400) shares, having the special rights, and qualifications, limitations and restrictions thereof as follows:

TERMS OF SERIES A PREFERRED STOCK

1. **Designation, Amount and Par Value.** The series of preferred stock shall be designated as its Series A Preferred Stock (the "Series A Preferred Stock") and the number of shares so designated shall be up to two thousand four hundred (2,400) (which shall not be subject to increase without the written consent of the holders of a majority of the outstanding Series A Preferred Stock (each, a "Holder" and collectively, the "Holders")). Each share of Series A Preferred Stock shall have a par value of $0.001 per share and a stated value equal to one thousand dollars ($1,000.00) (the "Stated Value").

2. **Dividends.** The Series A Preferred Stock will pay a quarterly dividend equal to 3% per annum on the Stated Value of each share. Dividends will be paid quarterly in arrears. The dividends shall be cumulative in nature and shall have priority over dividends paid to any other class of the Corporation's stock now existing or granted, issued or sold by the Corporation in the future.

3. **No Voting Rights.** The Series A Preferred Stock shall be non-voting stock and shall not entitle the Holders to vote on any matter submitted to the stockholders of the Company, except as required by the Florida Business Corporation Act.

4. **No Conversion Rights.** The Series A Preferred Stock does not confer upon the Holders the right to convert any shares of Series A Preferred Stock to shares or interests in any other class of stock of the Corporation.

5. **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the Holders shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of any other class of the Corporation's stock now existing or granted, issued or sold by the Corporation in the future by reason of their ownership thereof, an amount per share equal to the sum of (a) $1000.00 for each outstanding share of Series A Preferred Stock, and (b) an amount equal to accrued but unpaid dividends on each such share of Series A Preferred Stock. If upon the occurrence of such event, the assets and funds thus distributed among the Holders of the Series A Preferred Stock shall be insufficient to permit the payment to such

Holders of the full aforesaid preferential amounts, then, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the Holders of the Series A Preferred Stock to the extent necessary to satisfy in full the payment of such preferential amounts.

6. **Right of Redemption.** The Corporation shall have the right to redeem at any time, upon ten (10) business days' prior written notice to the Holders any or all shares of Series A Preferred Stock by paying to the Holders an amount equal to the sum of (a) $1000.00 for each outstanding share of Series A Preferred Stock, and (b) an amount equal to accrued but unpaid dividends on each such share of Series A Preferred Stock.

7. **No Additional Right to Distributions.** Except for the dividend, liquidation preference, and redemption rights expressly provided herein, the Series A Preferred Shares shall not confer upon the holders any other rights, privileges, or preferences with respect to the Corporation, including, without limitation, any rights to additional dividends, participation in earnings, or distributions of any kind.

8. **Miscellaneous.**

8.1 **Absolute Obligation**. Except as expressly provided herein, no provision of this Certificate of Designation shall alter or impair the obligation of the Corporation, which is absolute and unconditional, to pay liquidated damages and accrued dividends, as applicable, on the shares of Series A Preferred Stock at the time, place, and rate, and in the coin or currency, herein prescribed.

8.2 **Lost or Mutilated Series A Preferred Stock Certificate**. If a Holder's Series A Preferred Stock certificate shall be mutilated, lost, stolen or destroyed, the Corporation shall execute and deliver, or cause to be executed and delivered, in exchange and substitution for and upon cancellation of a mutilated certificate, or in lieu of or in substitution for a lost, stolen or destroyed certificate, a new certificate for the shares of Series A Preferred Stock so mutilated, lost, stolen or destroyed, but only upon receipt of evidence of such loss, theft or destruction of such certificate, and of the ownership hereof reasonably satisfactory to the Corporation with the actual third-party costs of the replacement of such certificate to be borne by the Holder (including customary indemnity).

8.3 **Governing Law**. All questions concerning the construction, validity, enforcement and interpretation of this Certificate of Designation shall be governed by and construed and enforced in accordance with the internal laws of the State of Florida.

8.4 **Waiver**. Any waiver by the Corporation or a Holder of a breach of any provision of this Certificate of Designation shall not operate as or be construed to be a waiver of any other breach of such provision or of any breach of any other provision of this Certificate of Designation or a waiver by any other Holders. The failure of the Corporation or a Holder to insist upon strict adherence to any term of this Certificate of Designation on one or more occasions shall not be considered a waiver or deprive that party (or any other Holder) of the right thereafter to insist upon strict adherence to that term or any other term of this Certificate of Designation on any other occasion. Any waiver by the Corporation or a Holder must be in writing.

8.5 **Headings**. The headings contained herein are for convenience only, do not constitute a part of this Certificate of Designation and shall not be deemed to limit or affect any of the provisions hereof.

8.6 **Severability**. If any provision of this Certificate of Designation is invalid, illegal or unenforceable, the balance of this Certificate of Designation shall remain in effect, and if any provision is inapplicable to any Person or circumstance, it shall nevertheless remain applicable to all other Persons and circumstances. If it shall be found that any interest or other amount deemed interest due hereunder violates the applicable law governing usury, the applicable rate of interest due hereunder shall automatically be lowered to equal the maximum rate of interest permitted under applicable law.

8.7 **Status of Converted or Redeemed Series A Preferred Stock**. If any shares of Series A Preferred Stock shall be converted, redeemed or reacquired by the Corporation, such shares shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as Series A Preferred Stock.

(*signature page follows*)

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be duly executed this 29th day of September, 2025.

Brightshore Mortgage, Inc.

____

Name: Nathan Sands

Title: Chief Executive Officer