

P95000050696

AVIS & AVIS, P.A.

ATTORNEYS AT LAW
CRYSTAL TREE CENTRE, SUITE 300
1201 U.S. HIGHWAY ONE

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WARREN E. AVIS, JR.
DEBORAH K. AVIS
MARINA D. PETILLO

"ALSO ADMITTED IN M.I."
"ALSO ADMITTED IN SOUTH CAROLINA"
"ALSO ADMITTED IN NEW YORK"

PALM BEACH OFFICE
ISLAND NATIONAL BANK BLDG., SUITE 203
180 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480
TELEPHONE (407) 659-0200
FACSIMILE (407) 659-0901

PLEASE REPLY TO:
North Palm Beach

June 23, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314-6327

Re: Sundial Mortgage Corporation

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00
	<u>\$78.75</u>

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,
Avis & Avis, P.A.

WEA
Warren E. Avis, Jr.
WEA/mb
Enclosures
cc: Mr. Craig A. Foster

200001526112
-06/28/95--01080--002
*****78.75 *****78.75

*DPG
6-28-95*

FILED
JUN 28 11:43
RECEIVED
DEPT. OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
SUNDIAL MORTGAGE CORPORATION**

FILED
95 JUN 28 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

SUNDIAL MORTGAGE CORPORATION

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

14255 U.S. Highway One, Suite 217
Juno Beach, FL 33408

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

CRAIG A. FOSTER

14255 U.S. Highway One, Suite 217
Juno Beach, FL 33408

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

CRAIG A. FOSTER

14255 U.S. Highway One, Suite 217
Juno Beach, FL 33408

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The name and street address of the initial director who shall hold office the first year of the Corporation's existence or until his successor is elected, is: Craig A. Foster, 14255 U.S. Highway One, Suite 217, Juno Beach, FL 33408.

ARTICLE VII

NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, on this 26TH day of JUNE, 1995.

CRAIG A. FOSTER
CRAIG A. FOSTER, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

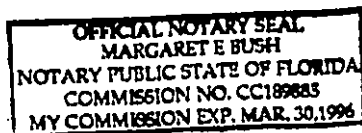
Before me personally appeared CRAIG A. FOSTER, to me well known to be the person described and who produced FLA D/L F236-101-G3-306-C as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 26TH day of JUNE, 1995.

MARGARET E. BUSH
Notary Public, State of Florida at Large

MARGARET E. BUSH
Name of Acknowledger

My Commission Expires:



FILED

CERTIFICATE OF DESIGNATION

95 JUN 28 AM 11:43

REGISTERED AGENT/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 statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

SUNDIAL MORTGAGE CORPORATION

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

CRAIG A. FOSTER

14255 U. S. Highway One, Suite 217
Juno Beach, FL 33408

SIGNATURE

CRAIG A. FOSTER

TITLE

DATE

HAVING BEEN NAMED AS A 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 THIS 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.

SIGNATURE

DATE

P95000050696

AVIS & AVIS, P.A.

ATTORNEYS AT LAW
CRYSTAL REEF CENTRE SUITE 435
1201 U.S. HIGHWAY ONE

WARREN E. AVIS, JR.
DEDORAH K. AVIS**
MARINA D. PETILLO***
THEODORE T. TARONE, JR.

RICHARD D. GROW**
OF COUNSEL

*ALSO ADMITTED IN MICHIGAN
**ALSO ADMITTED IN SOUTH CAROLINA
***ALSO ADMITTED IN NEW YORK
****ALSO ADMITTED IN DISTRICT OF COLUMBIA

NORTH PALM BEACH, FLORIDA 33408

TELEPHONE (561) 622-3400

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E-MAIL: avislaw@aol.com

PALM BEACH OFFICE
FIRST UNITED BANK BLDG., SUITE 203
180 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 659-0200
FACSIMILE (561) 659-0942

PLEASE REPLY TO:
North Palm Beach

September 18, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Sundial Mortgage Corporation
Articles of Amendment to Articles of Incorporation

Dear Sir/Madam:

This firm has the privilege of representing Sundial Mortgage Corporation in the above-referenced matter.

Please find the following enclosed:

1. Articles of Amendment to Articles of Incorporation, and one copy;
2. Our check in the amount of \$87.50, which covers the filing fee of \$35.00 for the Amendment, plus \$52.50 for a certified copy.

Please file the Amendment and supply certified copy in the enclosed stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

AVIS & AVIS, P.A.

Alan F. Anderson, Secretary to
Warren E. Avis, Jr.

/aa

Enclosure

97 OCT -9 4:10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

100002293361--1
-09/22/97--01080--006
*****87.50 *****87.50

P95000050696
Amend
10-9-97
#Cert Copy
HPS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 29, 1997

AVIS & AVIS, P.A.
% ALAN ANDERSON
1201 US HWY ONE, SUITE 435
NORTH PALM BEACH, FL 33408

SUBJECT: SUNDIAL MORTGAGE CORPORATION
Ref. Number: P95000050696

We have received your document for SUNDIAL MORTGAGE CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 697A00047996

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SUNDIAL MORTGAGE CORPORATION
(present name)

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amend Article VI to read:

"OFFICERS AND DIRECTORS"

Add:

G. ADAM BULYAR, VICE PRESIDENT

**108 PARADISE HARBOR BOULEVARD, #309
NORTH PALM BEACH, FLORIDA 33408**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -9 AM 10:34

APPROVED
AND
FILED

SECOND: 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, are as follows:

THIRD: The date of each amendment's adoption: SEPTEMBER 17, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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 amendments) was/were sufficient for approval by _____"
voting group

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

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

Signed this 18 day of SEPTEMBER, 1997.

SIGNATURE: _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders.)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CRAIG A. FOSTER

Typed or printed name

PRESIDENT

Title