

995000069101

9/07/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

10:37 AM

(((H95000009933))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33136- 9-0000  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000 CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

(((H95000009933))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: BANCOURCE MORTGAGE CORP.  
FAX AUDIT NUMBER: H95000009933 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 09/07/1995 TIME REQUESTED: 10:37:24  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000009933)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM

Connect: 00:09:2

9/11/95  
17

55 SEP-7 AM 8:25  
TALLAHASSEE, FLORIDA

50:1 73 7-3735

H95000009933

IRA L. ZUCKERMAN, ESQ.  
FL. BAR # 402702  
7771 W. OAKLAND PARK BLVD.  
SUITE # 215  
SUNRISE, FL 33351  
(305) 748-1988

ARTICLES OF INCORPORATION  
OF  
BancSource Mortgage Corp.

RECEIVED  
JAN 11 1988  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:  
BancSource Mortgage Corp.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

H95000009933

H95000009933

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares	10,000
Par Value Per Share	\$0.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least, to the full par value of the stock to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V  
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

H95000009933

H9500009933

ARTICLE VI

INITIAL SUBSCRIBER/REGISTERED OFFICE AND AGENT

The initial street address of the Subscriber and registered office of this Corporation in the State of Florida shall be:

21455 Campo Allegro Drive  
Boca Raton, FL 33433

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Subscriber of this Corporation at the aforementioned address is:

James Papagno

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the Stockholders of this Corporation, which meeting shall be held at such time as shall be provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-

H9500009933

H9500009933

Laws.

The name and street address of the initial Director who is to conduct the affairs of this Corporation until the first meeting and election and qualification his successor:

NAME

JAMES PAPAGNO

ADDRESS

21485 Campo Allegro Drive  
Boca Raton, FL 33433

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS

The Principal Place of Business of the corporation shall be:

21485 Campo Allegro Drive  
Boca Raton, FL 33433

ARTICLE IX

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or

H9500009933

H9500009933

Officer of such other Corporation.

2. Upon election of the Board of Directors by the Stockholders, such as Board shall manage the business and affairs of the Corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Laws adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the by-Laws adopted by the Stockholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

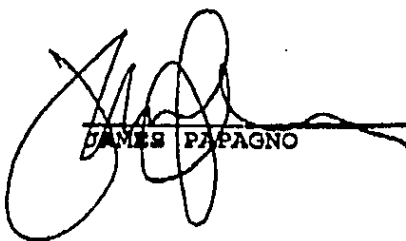
5. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the corporation to the fullest extent permitted by law.

H9500009933

H95000009933

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6 day of September, 1995.

  
JAMES PAPAGNO

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES PAPAGNO, known to me and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 6th day of September, 1995.



IRA L. ZUCKERMAN  
MY COMMISSION # 8 00 214718 EXPIRES  
August 14, 1998  
BONDED THROUGH TROY FARM INSURANCE, INC.

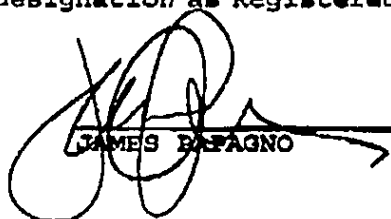
NOTARY PUBLIC:

sign

print: IRA L. ZUCKERMAN

State of Florida at Large  
(Seal)  
My Commission Expires:

The undersigned hereby accepts designation as Registered Agent of the Corporation.

  
JAMES PAPAGNO

H95000009933

H9500009933

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

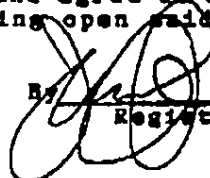
RECEIVED  
JAN 03 1980  
JAN 03 25

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That BancSource Mortgage Corp.  
(Name of Corporation)  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of  
Incorporation at City of Boca Raton, County of West Palm Beach,  
State of Florida has named James Papagno  
(Name of Resident Agent)  
located at 21485 Campo Allegro Drive  
(Street address & no. of bldg., P.O. Box not acceptable)  
City of Boca Raton, County of West Palm Beach, State of  
Florida, as its agent to accept service of process within this  
State.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
Registered Agent

H9500009933