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2/21/96

Miami Review

Requester's Name

Address

State

ZIP

Phone

VALIDATION ONLY

300001722243  
-02/23/96--01024--009  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
FEB 27 PM 12:39  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

GC MORTGAGE CORPORATION

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

DIVISION OF CORPORATION

96 FEB 23 AM 8:15

RECEIVED

Empire Toll Free: 1-800-432-3028

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

F. CHESSEER

FEB 27 1996

CERTIFIED COPY

W96

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396 8001



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 23, 1996

**EMPIRE**

**TALLAHASSEE, FL 32301**

**SUBJECT: GC MORTGAGE CORPORATION**  
**Ref. Number: W96000004129**

We have received your document for GC MORTGAGE CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6904.

**Freida Chesser**  
Corporate Specialist

Letter Number: 396A00000001

RECEIVED  
95 FEB 27 AM 10:56  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

**OF**

**GC MORTGAGE CORPORATION**

**ARTICLE I**

**NAME**

The name of the Corporation is GC MORTGAGE CORPORATION

FILED  
26 FEB 27 PM 12:39  
DEPT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III**

**PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be 1,000,000 (1,000,000) shares of voting common stock with no par value share.

## **ARTICLE V**

### **PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

## **ARTICLE VI**

### **REGISTERED AND PRINCIPAL OFFICE**

The initial registered office of the Corporation and initial place of business is 9801 S.W. 73rd Avenue, Miami, Florida 33156. The initial Registered Agent is CARLOS A. VALDERRAMA at 9801 S.W. 73rd Avenue, Miami, Florida 33156.

## **ARTICLE VII**

### **DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and address of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

**MICHAEL A. GARCIA-CARRILLO**  
9801 S.W. 73rd Avenue  
Miami, Florida 33156

**President and Director**

**CARLOS A. VALDERRAMA**  
9801 S.W. 73rd Avenue  
Miami, Florida 33156

**Secretary and Director**

### **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the incorporator is: **CARLOS A. VALDERRAMA**, 9801 S.W. 73rd Avenue, Miami, Florida 33156.

### **ARTICLE IX**

### **INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a

proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of February, 1996.

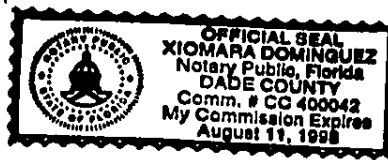
  
CARLOS A. VALDERRAMA

STATE OF FLORIDA       )  
                                  :SS  
COUNTY OF DADE       )

The foregoing Articles of Incorporation was acknowledged before me this 20th day of February, 1996, by Carlos A. Valderrama who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth therein.

  
NOTARY PUBLIC, State of Florida at Large  
NOTARY:

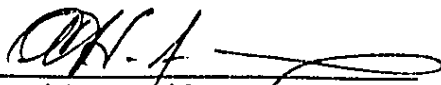
My Commission Expires:




**CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organization 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: **GC MORTGAGE CORPORATION**
2. The name and address of the Registered Agent is: **CARLOS A. VALDERRAMA, 9801 S.W. 73rd Avenue, Miami, Florida 33156.**
3. The name and address of the Corporate office is: **9801 S.W. 73rd Avenue, Miami, Florida 33156.**

Signature:   
Title: **Registered Agent and Incorporator**  
Date: **February 20, 1996**

Having been named as 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 agreed 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: **February 20, 1996**

FILED  
95 FEB 27 PM 12:39  
CLERK OF STATE  
TALLAHASSEE, FLORIDA