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TRANSMITTAL LETTER

FILED  
26 APR 19 AM 10:10  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: "BRIDGE MORTGAGE BANK OF AMERICA", INC  
(Proposed corporate name - must include suffix)

400001787654  
-04/22/96--01005--004  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

SHAHAB ULL KALAM

Name (printed or typed)

2825 NE 214 TER #B

Address

AVENTURA, FL 33180

City, State & Zip

(305) 682-1210

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN APR 22 1996



ROBERT P. MELLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

April 16, 1996

Mr. Shahab Ul Kalam  
2825 NE 214 Ter#B  
Aventura, FL 33180

Re: "Bridge Mortgage Bank of America"

Dear Mr. Kalam:

On March 7, 1996, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly beginning March 22, 1996, for 21 days until April 12, 1996, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a bank shall, in this state:

1. Transact business under any name the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or
2. Use any name, word, sign, symbol, or device in any context or in any manner; or
3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.

April 15, 1996  
Page Two

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name, "Bridge Mortgage Bank of America".

Sincerely,



Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
Suite 1401, The Capitol  
Tallahassee, FL 32399-0350  
(904) 488-1111

:kr

cc: Ms. Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

# **ARTICLES OF INCORPORATION**

## **OF**

### **BRIDGE MORTGAGE BANK OF AMERICA, INC.**

The undersigned subscriber, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated, hereby make, subscribe and acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

#### **ARTICLE I**

##### **NAME**

The name of this corporation shall be:

**BRIDGE MORTGAGE BANK OF AMERICA, INC.**

#### **ARTICLE II**

##### **DURATION**

This corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

#### **ARTICLE III**

##### **NATURE OF BUSINESS**

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

#### ARTICLE IV

##### CAPITAL STOCK

The total subscribed capital stock of this corporation shall consist of One Thousand (1000) shares of common stock having a par value of One dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United States of America, or in property, labor or services, rendered or to be rendered pursuant to written agreement in accordance with Florida Statutes Chapter 607, at a valuation to be fixed by the shareholders or board of directors, in the manner provided for by statute.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE & AGENT

The address of the initial registered office of this corporation is located at 2825 N.E. 214 Terrace, Suite B, Aventura, FL 33180 and the name of the initial registered agent of this corporation at this address is SEAHAB UL KALAM.

## ARTICLE VII

### DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Board of Directors of this corporation is:

**Shahab Ul Kalam**  
2825 N.E. 214 Terrace, Suite B  
Aventura, FL 33180

The shareholders or directors shall elect a President, Secretary and Treasurer and such other corporate officers from time to time as deemed advisable. Any two or more offices may be held by the same person. It shall not be necessary for any officer or director to own stock in the corporation.

## ARTICLE VIII

### INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

**Shahab Ul Kalam**  
2825 N.E. 214 Terrace, Suite B  
Aventura, FL 33180

## **ARTICLE IX**

### **MANAGEMENT**

The business of this corporation may be conducted by its shareholders rather than by the Board of Directors. If managed by the shareholders, then an act authorized by a fifty one (51%) percent vote of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders.

## **ARTICLE X**

### **ELECTION BY A SMALL BUSINESS CORPORATION**

This corporation reserves the right to elect to qualify as a "small business corporation" under Subchapter S of the Internal Revenue Code for income tax purposes.

## **ARTICLE XI**

### **DIRECTORS QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of fifty one (51%) percent of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

## **ARTICLE XII**

### **TRANSACTIONS BETWEEN RELATED CORPORATIONS**

No contract or transaction between this corporation and any other corporation or entity shall be affected 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, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

## **ARTICLE XIII**

### **BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal bylaws at their pleasure, so long as such bylaws are in accordance with the laws of the State of Florida.

## **ARTICLE XIV**

### **SHAREHOLDERS QUORUM AND VOTING**

Fifty One (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of Fifty One (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.



**ARTICLE XV**

**INDEMNIFICATION**

The corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

**ARTICLE XVI**

**AMENDMENTS**

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted subject to this reservation.

**ARTICLE XVII**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address for the corporation is:

**2825 N.E. 214 Terrace, Suite B, Aventura, FL 33180**

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this Thursday, April 18, 1996.

  
\_\_\_\_\_  
Incorporator, SHAHAB UL KALAM

STATE OF FLORIDA )

SS.

COUNTY OF DADE )

I HEREBY CERTIFY that on this Thursday, April 18, 1996 before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared SHAHAB UL KALAM to me well known to be the person described as Incorporator, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation, and the facts therein are truly set forth.

WITNESS my hand and official seal at <sup>FORT LAUDERDALE, FL</sup>~~Miami~~, Dade County, Florida, the year and day aforesaid.

*ID: FL O/L*

My commission expires:

*Ellen P. Gerling*  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA



RESIDENT AGENT  
CERTIFICATE


FILED  
55 APR 13 AM 10:10  
RECEIVED FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That BRIDGE MORTGAGE BANK OF AMERICA, INC., desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the city of Miami, County of Dade, State of Florida, has named SHAHAB UL KALAM as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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

  
\_\_\_\_\_  
Registered Agent  
Thursday, April 04, 1996