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ACCOUNT NO. : 072100000032  
REFERENCE : 959993 4331939  
AUTHORIZATION : *Patricia B. Smith*  
COST LIMIT : \$ 122.50

ORDER DATE : May 20, 1996

ORDER TIME : 2:39 PM

ORDER NO. : 959993

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P.A.  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

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DOMESTIC FILING

NAME: FIRST RELIANCE MORTGAGE, INC.

EFFECTIVE DATE:

- ☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
CORPORATIONS  
95 MAY 20 11:10:27

*Clanetha*  
*File Secretary the*  
*original to notary*  
*thanks Karen*  
*5/21/96*  
*RECEIVED*  
*95 MAY 20 PM 4:00*  
*VISION OF CORPORATION*

**ARTICLES OF INCORPORATION  
OF  
FIRST RELIANCE MORTGAGE, INC.**

(a Florida corporation)

**ARTICLE I - NAME**

The name of the Corporation is **FIRST RELIANCE MORTGAGE, INC.** (hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 3,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is 13 Carriage Lane, Englishtown, New Jersey 07726.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of three (3) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names of the initial directors of the Corporation are as follows:

Thomas J. Avellino  
David Eisen  
Ron Dimura

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is Francis B. Brogan, Jr..

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of the Corporation is Francis B. Brogan, Jr., 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

#### **ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

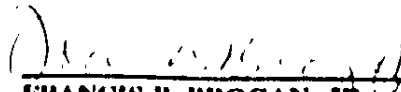
#### **ARTICLE IX - BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

#### **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of **FIRST RELIANCE MORTGAGE, INC.** this 20th day of May, 1996.

  
\_\_\_\_\_  
**FRANCIS B. BROGAN, JR.**  
Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
FIRST RELIANCE MORTGAGE, INC.**

The undersigned, Francis B. Brogan, Jr., whose business address is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of **FIRST RELIANCE MORTGAGE, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
**FRANCIS B. BROGAN, JR.**  
Registered Agent

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Greeneberg Training  
Requestor's Name  
101 E. College Ave.  
Address  
Tallahassee, FL 32302  
City/State/Zip  
Phone # 904-222-6811

1-800-442-2222  
TALLAHASSEE, FLORIDA 32302-1501  
\*\*\*\*\*501 \*\*\*\*\*501

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of State

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN -5 PM 4:16

FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
97 JUN -5 PM 1:23  
DIVISION OF CORPORATION

6/16  
Name Change  
C.C.

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
FIRST RELIANCE MORTGAGE, INC.**

**FILED**  
97 JUN -5 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, Thomas G. Avellino, being the Treasurer of First Reliance Mortgage, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on May 20, 1996, DOES HEREBY CERTIFY:

1. The name of this Corporation is **FIRST RELIANCE MORTGAGE, INC.**
2. Article I of the Corporation's Articles of Incorporation is hereby amended as follows:

**ARTICLE I - NAME**

The name of the Corporation is **MORTGAGE EXPRESS U.S.A., INC.** (hereinafter called the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written consent executed by all of the Shareholders and all of the members of the Board of Directors of the Corporation as of the 1<sup>st</sup> day of June, 1997, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast by the Shareholders was sufficient for approval of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of First Reliance Mortgage, Inc., this 1<sup>st</sup> day of June, 1997.

  
THOMAS G. AVELLINO, Treasurer