

P96000054389

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*Amend
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12/01/06--01052--011 **43.75

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2006 DEC -1 PM12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ulmer|berne|llp

ATTORNEYS

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paralegal

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November 27, 2006

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Delray Mortgage and Finance, Inc.
Document Number: P96000054389**

Dear Sir or Madam:

Enclosed for filing please find an original executed Articles of Amendment to the Articles of Incorporation of Delray Mortgage and Finance, Inc., and a copy of the same. Also enclosed is a check in the amount of \$43.75. Please return a certified copy of the amendment to my attention. A self-addressed envelope is enclosed for your convenience.

Many thanks, and

Regards,



Lisa A. Drew

1601900.1 29188-0001
Enclosures

cc: Frederick N. Widen, Esq.

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Delray Mortgage and Finance, Inc.

DOCUMENT NUMBER: P96000054389

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lisa Drew

(Name of Contact Person)

Ulmer & Berne LLP

(Firm/ Company)

1660 W 2nd Street, Suite 1100

(Address)

Cleveland, OH 44113-1448

(City/ State and Zip Code)

For further information concerning this matter, please call:

Frederick N. Widen, Esq.

(Name of Contact Person)

at (216) 583-7000

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Delray Mortgage and Finance, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P96000054389

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

Please see attached.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

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TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
BY SHAREHOLDERS TO THE ARTICLES OF INCORPORATION OF
DELRAY MORTGAGE AND FINANCE, INC.

ARTICLE THIRD The number of shares which the Corporation is authorized to have outstanding is Ten (10) Class A Common Shares and Nine Hundred Ninety (990) Class B Common Shares. All such shares shall be without par value. Class A Common Shares shall be voting and Class B Common Shares shall be non-voting. Holders of Class A Common Shares and Class B Common Shares shall participate equally to the same amount per share in all dividends and all distributions of assets made upon liquidation, dissolution, winding up of the Corporation or otherwise. Except as required by the laws of the State of Florida, the holders of the Class A Common Shares shall exclusively possess all voting power for the election of directors and for all other purposes and the holders of all the Class B Common Shares shall have no voting power and no holder thereof shall vote thereon or be entitled to receive notice of any meeting of the Shareholders.

The date of each amendment(s) adoption: November 20, 2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

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

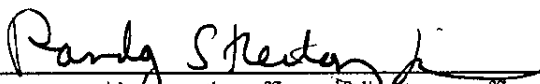
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) 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.

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Randy S. Kertesz

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35