

P98000020327

Lance Gerlin
Requestor's Name

9828 Water Street Dr
Address

Tallahassee FL 850 668-0800
City/State/Zip Phone #

Office Use Only

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

1. MFC Title Agency, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR -3 PM 3:35

- Walk in
- Pick up time _____
- Mail out
- Will wait
- Photocopy

- Certified Copy
- Certificate of Status

RECEIVED
98 MAR -3 PM 3:18
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" 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

700002446117-3
-13/03/98-D1070-029
****172.50 ****122.50

Examiner's Initials

B-3-98
205

ARTICLES OF INCORPORATION
OF
MFC TITLE AGENCY, INC.

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The undersigned subscriber to these articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation shall be MFC TITLE AGENCY, INC.

ARTICLE II – NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and this State.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock with a par value of \$1.00 per share.

All aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporator or by the Directors at the meeting called for such purpose.

ARTICLE IV – INTITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than One Thousand Dollars (\$1,000).

ARTICLE V – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI – INITIAL STREET ADDRESS

The initial street and mailing address of the principal office of this corporation is:

8280 Montgomery Road
Suite 201
Cincinnati, Ohio 45236

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII – DIRECTORS

This corporation shall have three (3) Directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims

and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which he shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; and director individually, or any firm of which such director may be a member, may be a party to , or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any director of

the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII – INITIAL DIRECTORS

The name and addresses of the members of the first Board of Directors is:

Thomas H. Morgan
8280 Montgomery Road
Suite 201
Cincinnati, Ohio 45236

William T. Dries
8280 Montgomery Road
Suite 201
Cincinnati, Ohio 45236

Wm. Lance Gerlin
9828 Waters Meet Drive
Tallahassee, Florida 32312

ARTICLE IX – SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is:

Wm. Lance Gerlin
9828 Waters Meet Drive
Tallahassee, Florida 32312

ARTICLE X – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Stockholders.

ARTICLE XI – CALLING OF SPECIAL MEETING

Special meeting of stockholders may be called by a majority of the stockholders.

ARTICLE XII – STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XIII – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors,

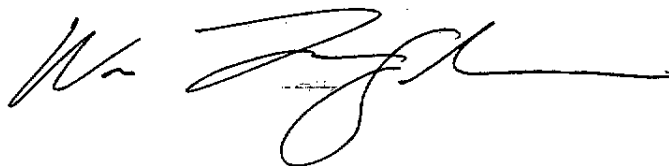
proposed by them to the stockholders and approved at a Stockholder's Meeting
by the majority of the stock entitled to vote thereon.

**ARTICLE XIV – DATE OF COMMENCEMENT
OF CORPORATE EXISTENCE**

The date of commencement of corporate existence of this corporation shall
be upon filing hereof in the Office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation
has hereunto set his hand and seal this 3rd day of March, 1998

Wm. Lance Gerlin

A handwritten signature in black ink, appearing to read 'Wm. Lance Gerlin', written in a cursive style.

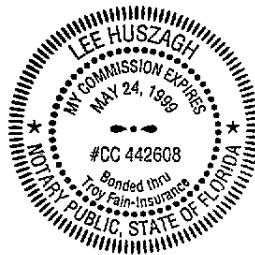
STATE OF FLORIDA)
) ss:
COUNTY OF LEON)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Wm. Lance Gerlin, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me hata he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 3rd day of March, A.D. 1998.


Notary Public State of Florida at Large

My Commission Expires:



C E R T I F I C A T E

**DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- that MFC TITLE AGENCY, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Tallahassee, State of Florida, has named Wm. Lance Gerlin, 9828 Waters Meet Drive, City of Tallahassee, County of Leon, State of Florida, as its agent to accept service of process within this state.

A C K N O W L E D G M E N T

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

Wm. Lance Gerlin
9828 Waters Meet Drive
Tallahassee, Florida 32312

By: 
WM. LANCE GERLIN