

Charter Number Only

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Requestor's Name

Address

City

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ALL INFORMATION ONLY

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CORPORATION(S) NAME

StateWide Mortgage Services, Inc.

RECEIVED
98 MAR 19 AM 9:11
DIVISION OF 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 19 AM 9:15

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Empire Toll Free: 1-800-432-3028

Name	
Availability	
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Examiner	
Updater	
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Acknowledgment	
W.P. Verifier	

3/19/98

Certified Copy

ARTICLES OF INCORPORATION
OF
StateWide Mortgage Services, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being a natural person and competent to contract for the purpose of establishing a corporation under the provisions and subject to the requirements of the laws of the State of Florida (particularly Chapter 608, Official Florida Statutes, and the acts amendatory thereof and supplemental thereto s does hereby adopt and make the follow "Articles of Incorporation" and does hereby certify that:

FIRST: The name of the corporation (hereinafter called the corporation) is: StateWide Mortgage Services, Inc.

SECOND: The general nature of the business or businesses to be transacted by the corporation, which shall include the authority to engage In any business or activity permitted under the laws of the United States and of the State of Florida, is as follows:

To conduct general commerce in all its branches, including but not limited to, the right to conduct research with respect to design, manufacture, devise, prepare for market, produce, improve, install, exchange, repair, alter, service, maintain, manage, operate, buy, sell, acquire, import, exports lease as lessor or lessee, license the use of as licensor or licensees enter into and negotiate contracts in respect of, grant, receive, and acquire franchises options, and rights in respect of, distributes and generally deal in and with at wholesale and retail, and whether as principal, agent, factor, broker., and in any other lawful capacity, any and all kinds of electronic and scientific components and other equipments machines, devices, contrivances supplies, techniques methods appliances, instruments apparatus implements., and supplies and parts., and the substitutes therefor, and other goods, wares articles and merchandise now or hereafter capable of use in connection with the operations and business of the corporation.

To carry on a general mercantile, industrial, brokerage, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retails as principal, and as sales, business, special, or general agents representative, broker, factor, merchant, distributor,

jobber, advisor, and in any other lawful capacity goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every characters including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease., purchase, or otherwise acquires and to own, use, hold, sell, convey, exchange, lease, mortgage, works clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, chooses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held or disposed of; and to acquires purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principals agents brokers and in any lawful capacity mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, registers obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, In any manner deal with and contract with reference to:

- (a) inventions, devices, formulae, processes and any improvements and modifications thereof;

- (b) letters patent, patent rights, patented processes, copyrights designs, and similar rights, trade-marks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof or of any foreign country or subdivision thereof,

and all rights connected therewith or appertaining thereunto;

(e) franchises, licenses, grants and concessions.

To have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 608 Official Florida Statutes\$ as amended and supplemented.

THIRD: The amount of authorized capital stock of the corporation is One Hundred Shares without par value. The maximum number of shares of Stock which the corporation is authorized to have is One Hundred all of which are without nominal or par value. All such shares are of one class and are designated as Common Stock.

The authorized shares of stock without par value may be issued by this corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors. Any and all such shares issued and for not less than the consideration so fixed shall be fully paid and non-assessable.

FOURTH: The minimum amount of capital with which the corporation will commence business is Five Hundred Dollars.

FIFTH: The corporation is to have perpetual existence

SIXTH: The address, including initial street address., of the principal office of the corporation in the State of Florida is 628 SW 18th Avenue, c/o Vincent R. Laviano, City of Boca Raton 33486, County of Palm Beach.

SEVENTH: The number of directors constituting the first Board of Directors of the corporation is one.

EIGHTH: The name and the address including street address, of the member of the first Board of Directors are as follows:

<u>NAME</u>	<u>POST-OFFICE ADDRESS</u>
Vincent R. Laviano	628 SW 18 th Avenue Boca Raton, Florida 33486

NINTH: The name and the address, including street address, of the person subscribing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>POST-OFFICE ADDRESS</u>
Vincent R. Laviano	628 SW 18 th Avenue Boca Raton, FL 33486

TENTH: For the regulation of the business and for the conduct of the affairs of the corporation, and in further creating, dividing, limiting and regulating the powers of the corporation and of its directors and stockholders, it is hereby provided:

1. The By-Laws shall prescribe the conditions under which stock certificates may be issued to replace lost or destroyed stock certificates.
2. The Board of Directors is expressly authorized and empowered to adopt and amend the first By-Laws of the corporation and thereafter to adopt and amend By-Laws which are not inconsistent with any By-Laws that may have been adopted by the stockholders entitled to vote.
3. Any director may be removed, with or without cause., or may be suspended for cause, at any time in such manner as shall be provided in the By-Laws of the corporation.
4. No contract or other transaction between the corporation and any other corporation and no other act of the corporation shall, in the absence of fraud, 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. Any director of the corporation individually or any firm or association of which any 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 individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction and may vote there at 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. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

Any contract, transaction or act of the corporation or of the directors, which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meetings or at any special meeting called for such purpose, shall in so far as permitted by law or by the Articles of Incorporation of the corporations be as valid and as binding as though ratified by every stockholder of the corporation; provided however that any failure of the stockholders to approve or ratify any such contract, transaction or act when and if submitted shall not be deemed in any way to invalidate the same or deprive the corporations its directors, officers or employees, of its or their right to proceed with such contracts transaction or act.

5. The Corporation shall, to the fullest extent permitted by Chapter 608 Official Florida Statutes, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Act from and against any and all of the expenses liabilities or other matters referred to in or covered by said Act and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action, in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. Subject to any limitation in the By-Laws, the members of the Board of Directors may be entitled to and may prescribe reasonable fees, salaries or other compensation for their services and to reimbursement for their expenses as such members. Nothing contained herein shall preclude any director from serving the corporation, or any subsidiary or affiliated corporation, in any other capacity and receiving proper compensation therefor.

7. The vote of the holders of at least a majority of stock entitled to vote shall be necessary to authorize an amendment to these Articles of Incorporation, the merger or consolidation of the corporation with or into one or more other corporations or the dissolution of the corporation. Except in the election of directors and, except as may otherwise be provided by law, the vote of at least a majority of the votes cast at a duly constituted meeting shall be the act of the stockholders entitled to vote.

ELEVENTH: From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article ELEVENTH.

TWELFTH: Upon the filing of these Articles of Incorporation with the Secretary of State of Florida together with his endorsement of approval thereon, upon compliance with every statutory prerequisite of the State of Florida, and upon commencement of corporate existences these Articles of Incorporation shall, and they are hereby deemed to be, the Certificate of Incorporation of the corporation and any reference to the term "Certificate of Incorporation" shall include these Articles of Incorporation as so approved.

IN WITNESS WHERE OF., I have made and subscribed these Articles of Incorporation.

Dated: March 18, 1998



Vincent R. Laviano

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First: That StateWide Mortgage Services, Inc. desiring to organize under the law-s of the State of Florida with its principal office, as indicated in the articles of

incorporation at City of Boca Raton County of Palm Beach, State of Florida has named Vincent R. Laviano

located at (Street address and number of building, Post Office Box address not acceptable):

628 SW 18th Avenue City of Boca Raton, County of Palm Beach, State of Florida, Zip 33486, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 with the provision of said Act relative to keeping open said office.

By


(Resident Agent)

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98 MAR 16 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA