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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

FMB Funding Inc.

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☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

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DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
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<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

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ordered By: K. Rolfe **MAR 20 1998**

Date: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
FMB FUNDING, INC.  
A Florida Corporation

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98 MAR 20 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this corporation is: FMB Funding, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The purpose of the Corporation is to supply funds to FMB Daytona Beach, Inc., a Florida corporation ("FMB") and other entities originating, underwriting, funding and closing mortgage loans for the general public in accordance with a funding agreement by and among the Corporation and FMB; engaging in any or all lawful business incidental to and necessary or convenient for the accomplishment of the foregoing; and engaging in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common voting stock having a par value of \$1.00 per share.

## ARTICLE 5

### OPERATION OF CORPORATION

The Corporation shall be operated in such a manner that it would not be substantively consolidated in the estate of any other individual, corporation, partnership, joint venture, trust or unincorporated organization or any other legal entity, whether acting in an individual, fiduciary or other capacity ("Person") (that is, in such a manner that the separate corporate existence of the Corporation would not be disregarded), in the event of a bankruptcy or insolvency of such Person, and in such regard, the Corporation shall:

- (a) not become involved in the day-to-day manager of any member of any other Person;
- (b) engage only in those transactions described in Article 3 hereof and matters necessarily incident thereto;
- (c) maintain separate corporate records and books of account and a separate business office from any other Person;
- (d) maintain its assets separately from the assets of any other Person, including through the maintenance of a separate bank account;
- (e) maintain separate financial statements, books and records from any other Person, except that Corporation may prepare a consolidated statement with FMB in addition to its separate statement for presentation to federal and state government regulatory or servicing entities, mortgage insurers and secondary market investors so long as Corporation has obtained the prior, written approval of Alpine Associates;
- (f) not use any consolidated financial statement with FMB to borrow any capital other than that borrowed from Alpine Associates (or its affiliates) without the permission of Alpine Associates;
- (g) not guarantee any other Person's obligations or accept funds from any other Person for the payment of Corporation's expenses (other than certain incorporation or set-up expenses) and all obligations or indebtedness incurred by the Corporation;
- (h) conduct all business correspondence of the Corporation and other communications in the Corporation's own name;
- (i) not act as an agent of any other Person in any capacity;
- (j) not hold itself out to be responsible for the debts of any other Person; and

(k) not, directly or indirectly, be named and shall not enter into any agreement to be named as a direct or contingent beneficiary or loss payee on any insurance policy covering the property of FMB.

## ARTICLE 6

### INDEPENDENT DIRECTOR

The Corporation shall at all times, except as noted hereafter in this Article 6, have at least one independent director (the "Independent Director") who shall not be and never was a direct, indirect, or beneficial stockholder, officer, director, employee, affiliate, associate, customer, or supplier of FMB or any affiliate thereof.

In the event of death, incapacity, resignation or removal of the Independent Director, the Board of Directors of the Corporation shall promptly elect a new Independent Director. Any Independent Director so elected by the Board of Directors shall hold office until the next annual election of directors and until his or her successor shall be duly elected and shall qualify. The Board of Directors of the Corporation shall not vote on any matter unless and until the Independent Director has been duly elected and qualified to serve on the board of directors.

## ARTICLE 7

### ACTIONS REQUIRING UNANIMOUS BOARD APPROVAL

Notwithstanding any other provision of these Articles of Incorporation and any provision of law that empowers the Corporation, neither the Corporation nor the Board of Directors nor any committee appointed or designated thereby shall without the unanimous vote of the Board of Directors, including the affirmative vote of the Independent Director, and the affirmative vote of the holders of 100% of the common stock outstanding:

(a) make an assignment for the benefit of creditors, file a petition in bankruptcy, petition or apply to any tribunal for the appointment of a custodian, receiver or any trustee for it or for a substantial part of its property, commence any proceeding under any bankruptcy, reorganization, arrangement, readjustment of debt, dissolution or liquidation law or statute of any jurisdiction, whether now or hereinafter in effect, consent or acquiesce in the filing of any such petition, application, proceeding or appointment of or taking possession by the custodian, receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or any substantial part of its property, or admit its inability to pay its debts generally as they become due or authorize any of the foregoing to be done or taken on behalf of the Corporation or take any corporate action in furtherance of such action;

(b) amend, alter, change or repeal Article 3, 5, 6 or this Article 7 or adopt, amend or change these Articles of Incorporation so as to be inconsistent with Article 3, 5, 6, 8 or this Article 7;

(c) dissolve or liquidate, in whole or in part; or

(d) consolidate with or merge into any other entity or convey, transfer or lease its properties or assets substantially as an entirety to any entity, or permit any entity to merge into the Corporation or convey, transfer or lease its properties and assets substantially as an entirety to the Corporation.

## ARTICLE 8

### BY-LAWS

The Board of Directors is authorized to make, alter or repeal the By-laws of the Corporation, except that such original or additional By-laws or any alteration, amendment or repeal thereof shall not in any manner impair, nor impair the intent of, Articles 3, 5, 6, 7 and this Article 8.

## ARTICLE 9

### PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 1420 N. Atlantic #1704, Daytona Beach, FL 32118. The name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

## ARTICLE 10

### DIRECTORS

The number of directors constituting the initial board of directors is one (1) and the name and address of the person who is to serve as the initial member thereof is as follows:

Joseph K. Brick  
1420 N. Atlantic #1704  
Daytona Beach, FL 32118

The number of directors may be changed from time to time in accordance with the bylaws.


ARTICLE 11

INCORPORATOR

The name and address of the incorporator and subscriber to 100 shares of the common voting stock of this corporation is as follows:

Joseph K. Brick  
1420 N. Atlantic #1704  
Daytona Beach, FL 32118

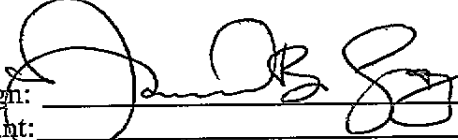
IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 18<sup>th</sup> day of March, 1998.

  
\_\_\_\_\_  
Joseph K. Brick

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of March, 1998, by Joseph K. Brick, who is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC:

  
Sign: \_\_\_\_\_  
Print: \_\_\_\_\_

State of Florida At Large  
(Seal)

My Commission Expires:

Title/Rank: \_\_\_\_\_

Commission Number: \_\_\_\_\_



David B. Lotz  
MY COMMISSION # CC605497 EXPIRES  
December 4, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED  
AGENT AND STREET ADDRESS FOR  
SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, FMB FUNDING, INC. hereby designates Palmetto Charter Services, Inc. and 150 Magnolia Avenue, (P.O. Box 2491), Daytona Beach, Florida 32115-2491, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

FMB FUNDING, INC.

By: \_\_\_\_\_

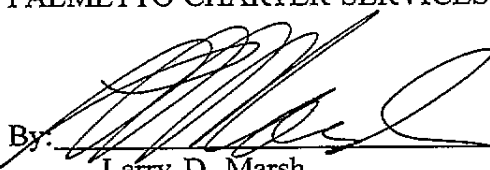
  
Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of FMB FUNDING, INC. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

By: \_\_\_\_\_

  
Larry D. Marsh,  
Vice President

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