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ARTICLES OF INCORPORATION  
OF  
Quality Home Funding, Inc.

FILED  
98 OCT -5 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P. Hall

OCT -7 1998

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ARTICLES OF INCORPORATION

OF

Quality Home Funding, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I.

The name and principal address of this corporation shall be:

Quality Home Funding, Inc.  
1531 Cavendish Road  
Winter Park, FL 32789

ARTICLE II.

The general nature of the business to be transacted by this Corporation shall be:

- a) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder; and to do any or all of the things hereinafter set forth as principal, agent or otherwise, either alone or in conjunction with others, and in any part of the world.
- b) To lend money and negotiate loans; to draw, accept, endorse, discount, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments and securities; and generally to carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters and financiers which may seem capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any property or right of the Corporation.
- c) To purchase, issue, own, hold, sell, draw, accept and discount bonds, stocks of all kinds, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing any and all rights and interests in and to any real estate, chattels, or chooses in action, including the power to exercise all the rights and privileges of owner or owners thereof.
- d) To borrow or raise money for any of the purposes of the Corporation, in such amounts as the Board of Directors may from time to time determine; and to issue bonds, debentures, notes or other obligations of any nature and in any manner for monies so borrowed without limit as to amount, and if and to the extent so determined, to secure the principle thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights either at the time owned or thereafter acquired or in any other manner.

e) To acquire all or part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, to pay for the same in cash or stock or bonds of the Corporation otherwise, to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired.

f) To adopt, apply for, obtain, register, purchase, lease, take assignments or licenses of, or otherwise to acquire or obtain the use of, and to hold, protect, own, use, develop, introduce, advertise and exploit, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning or otherwise deal with, dispose of or turn to account any copyrights, letters patent and patent applications of the United States of America or of any other country, government or authority, and any inventions, improvements, processes, formulae, mechanical and other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise, which are or shall be necessary, convenient, advisable or adaptable for the utilization by the Corporation in any way, directly or indirectly, of such letter patent and patent applications, trade names, trademarks, copyrights and pending applications therefore, inventions, improvements, processes, formulae, mechanical and other combinations, licenses and privileges.

g) To purchase or acquire by gift, devise, bequest or otherwise, and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount, within or without the State of Florida.

h) To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the Corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency or agency thereof.

i) To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the Corporation; and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the Corporation is organized.

j) The objects and purposes specified in the foregoing clauses of this Article II shall, except whether otherwise expressed in this article, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE III.

STOCK

The authorized Capital Stock of this Corporation shall consist of Ten Thousand (10,000) shares at \$1.00 per value.

ARTICLE IV.

CAPITAL

The amount of capital with which this Corporation shall begin business shall be not less than One Hundred and no/100 Dollars (\$100.00).

ARTICLE V.

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1531 Cavendish Road, Winter Park, FL 32789, and the name of the initial registered agent of this Corporation at that address is John R. Seybert.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Directors initially. The number of Directors may be either increased or diminish from time to time by the bylaws. The name of the initial Director of this Corporation who shall hold office until the annual meeting of the shareholders to be held in the year 1998 or until a successor(s) are elected or appointed are:

John R. Seybert

ARTICLE VIII.

SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is as follows:

\_\_\_\_ Name \_\_\_\_\_

John R. Seybert

- \_\_\_\_\_ Street Address \_\_\_\_\_


1531 Cavendish Road  
Winter Park, FL 32789

## ARTICLE IX.

### SPECIAL PROVISIONS

- a) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or are Director or officer, or Directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be part or parties to, or have an interest in any such contract or transaction of the Corporation, or in which the Corporation is interested; and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation; and each and every person who may become a Director of the Corporation is hereby relieved from any liabilities that might otherwise exist from this contracting with the Corporation for the benefit of himself or herself or any firm, association or corporation in which he or she may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he or she is also a Director of such subsidiary or controlled corporation.
- b) The Board of Directors, in addition to choosing the President, Secretary and Treasurer of the Corporation, may choose one or more Vice Presidents, an Assistant Secretary, an Assistant Treasurer and such other officers as the Board shall deem advisable, and such officer shall serve for such terms and have such duties as may be determined by the Board of Directors.
- c) The shareholders may, in their discretion, choose the Chairman of the Board of Directors at the annual meeting of the shareholders of the Corporation or at the annual meeting of the shareholders thereafter called pursuant to the By-Laws of the Corporation.
- d) The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereinafter prescribed by statute and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 Day of Sept., 1998.

 (SEAL)

N COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

THAT QUALITY HOME FUNDING, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF  
WINTER PARK, STATE OF FLORIDA, HAS NAMED JOHN R. SEYBERT, LOCATED AT 1531  
Cavendish Road, CITY OF WINTER PARK, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

John R. Seybert

TITLE Director

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

SIGNATURE

John R. Seybert

DATE

9/30/98

STATE OF FLORIDA ) 4

COUNTY OF ORANGE )

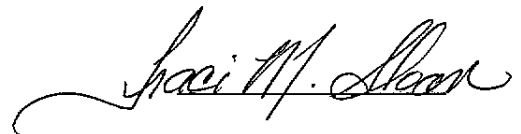
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared John R. Seybert, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid, this 30 day of September, 1998.



Notary Public

State of Florida at Large

My commission expires:

4-28-00



Traci M. Sloan  
MY COMMISSION # CC543636 EXPIRES  
April 28, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.