

Charter Number Only

1/20/99

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

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-01/27/99--01008--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

~~GUARANTEED~~ MORTGAGE CORP

BANNER

FILED  
99 FEB -3 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input checked="" type="checkbox"/> NonProfit      | <input type="checkbox"/> Mark            |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Mail Out                   |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified  
W99-2052

RECEIVED  
99 JAN 27 AM 9:40  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 27, 1999

EMPIRE

MIAMI, FL

SUBJECT: GUARANTEED MORTGAGE CORP.  
Ref. Number: W99000002052

We have received your document for GUARANTEED MORTGAGE CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 299A00003641

RECEIVED  
99 JAN 29 AM 10:11  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 29, 1999

EMPIRE

MIAMI, FL

SUBJECT: GOLD STAR MORTGAGE CORP.  
Ref. Number: W99000002052

We have received your document for GOLD STAR MORTGAGE CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 599A00004082

RECEIVED  
99 FEB -3 AM 9:19  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BANNER MORTGAGE CORPORATION**

**FILED**  
99 FEB -3 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit, and for that purpose do hereby certify, declare and set forth as follows, to wit:

**ARTICLE I**

**NAME:** The name of the corporation shall be:  
BANNER MORTGAGE CORPORATION

**ARTICLE II**

**NATURE OF BUSINESS:** The general nature of the business to be transacted by this corporation is: The transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

**ARTICLE III**

**TERM OF EXISTENCE:** This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE IV**

**CAPITAL STOCK:** The maximum number of shares of stock this

corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of Common Stock. The consideration to be paid for each share will be \$1.00 per share..

#### **ARTICLE V**

**INITIAL CAPITAL:** The amount of capital with which this corporation shall commence business shall be One Hundred (\$100.00) Dollars.

#### **ARTICLE VI**

**REGISTERED AGENT AND REGISTERED OFFICE:** The Registered Agent of said corporation at the Register Office shall be: DENNIS M. KERR. The registered office shall be at: 138 QUEENS LANE, ROYAL PALM BEACH, Florida 33411. The address of both the Registered Office and the Registered Agent being: 138 QUEENS LANE, ROYAL PALM BEACH, Florida 33411.

#### **ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS:** The Principal Place of Business shall be at: 138 QUEENS LANE, ROYAL PALM BEACH, Florida 33411

#### **ARTICLE VIII**

**OFFICE AND DIRECTORS:** The name and post office address of the first director of this corporation who shall hold office for the first year, or until his successors are chosen shall be

NAME	ADDRESS :	OFFICE
DENNIS M. KERR	138 QUEENS LANE ROYAL PALM BEACH, FL 33411	DIRECTOR PRESIDENT SECRETARY

The corporation shall have at least One (1) and not more than five (5) Directors, and no person shall be required to own, hold or to control stock in the corporation as a condition precedent to holding any office in this corporation.

#### ARTICLE IX

**SUBSCRIBERS:** The name and post office address of the subscribers to these Articles of Incorporation, are as the following:

NAME	ADDRESS	SHARES
DENNIS M. KERR	138 QUEENS LANE ROYAL PALM BEACH, FL 33411	51

#### ARTICLE X

**STOCKHOLDERS' MEETING:** The time and the place of the annual stockholders' meeting shall be fixed and prescribed for it the By-Laws and notice of same shall be given in one of the methods provided by the law. Any meeting of the stockholders may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

#### ARTICLE XI

**OFFICERS:** The officers of this corporation shall be a Director, President and Secretary and such other officers and

agents as may be necessary. All officers and agents, and factors as may be deemed necessary, shall be chosen in such terms and have such powers and duties as may be prescribed in the By-Laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

#### **ARTICLE XII**

**POWERS:** This corporation shall have the following powers.

A. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed or in any other manner reproduced.

B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real property or personal property or any interest therein wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.

D. To lend money to and use the credit to assist the officers and employee in accordance with Florida Statue 607.

E. To purchase, take, receive, subscribe for, or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use to deal in and with shares of other interests in or obligations of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations, of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow at such rate of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises and income.

G. To lend money for corporate purposes, invest, and reinvest it's funds, and to take, hold real and personal property as security for the payment of the funds so loaned or invested.

H. To conduct its business, carry on the operations and have offices and exercise the power granted by Florida Statue 607, within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the By-Laws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.



K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, profit and other incentive plans for any and all of the directors, officers, and employees of its subsidiaries.

N. To be promoter, incorporator, partner, member, associate or manager of any of the corporation, partnership, joint venture trust or other enterprise.

O. To have and exercise all powers necessary or convenient to affect the purpose of the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hand and this seal this 25<sup>th</sup> day of January, 1999, for the sole purpose of forming this corporation under the laws of the State of Florida, and he hereby make and file in the Office of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certifies that the fact herein are true.

By: 

DENNIS M. KERR

**CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes.  
The undersigned corporation, organized under the laws of the State of  
Florida, submits the following statements in designating the  
registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BANNER MORTGAGE CORPORATION

2. The name and address of the registered agent and office is:

DENNIS M. KERR  
138 QUEENS LANE  
ROYAL PALM BEACH, FL 33411

SIGNATURE: *Dennis M. Kerr*

TITLE: *Director/President*

DATE: *1/25/99*

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS  
FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I DO HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT  
AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE  
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: *Dennis M. Kerr*

DATE: *1/25/99*

**FILED**  
99 FEB -3 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA