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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REFERENCE : 297833 4331425
AUTHORIZATION : *Patricia Pizito*
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ORDER DATE : November 2, 2001
ORDER TIME : 2:04 PM
ORDER NO. : 297833-005
CUSTOMER NO: 4331425

Amend

CUSTOMER: Katharine V. Foster, Esq
Galland, Kharasch, Greenberg,
1054 Thirty-first Street, N.W.
Suite 200
Washington, DC 20007

DOMESTIC AMENDMENT FILING

NAME: NATIONAL ASSOCIATION OF
MORTGAGE BROKERS, INC.

EFFECTIVE DATE:

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young -- EXT# 1112

EXAMINER'S INITIALS:

AR
11/15/01

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
NATIONAL ASSOCIATION OF MORTGAGE BROKERS, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

Article III is hereby amended by deleting the second paragraph in its entirety and substituting the following provisions in lieu thereof:

“(a) to promote the highest degree of professionalism for members and to provide ethical and professional standards against which Mortgage Brokers can be measured;

(b) to provide an opportunity for the exchange of experiences and opinions regarding Mortgage Brokers and their profession, through education, study and communications;

(c) to provide a forum for the development of common business interests and opportunities among members;

(d) to collect and disseminate information and data relating to Mortgage Brokers and their profession;

(e) to collect and cooperate in drafting curricula for courses of study for persons desiring to improve their understanding of the mortgage market and their expertise as Mortgage Brokers;

(f) to monitor and disseminate information on legislative and regulatory activity affecting members, present positions of the corporation to Congress and Federal Regulatory Agencies where applicable, and to promote a favorable legislative and regulatory environment for Mortgage Brokers;

(g) to hold meetings and conferences for the improvement and education of members;

(h) to cooperate with related professions and industries to promote the profession of Mortgage Brokers and enhance the public perception thereof.”

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SECOND: Amendment adopted:

Article IV is hereby amended by deleting the entire paragraph and substituting the following provision in lieu thereof:

“The corporation is not organized for pecuniary profit and shall not have authority to issue capital stock. The corporation shall be a membership organization and its revenue shall be derived from membership fees and/or such other sources as may be prescribed by the Board of Directors of the corporation. Unless set forth herein, the terms and conditions of membership shall be set forth in the corporation's By-Laws.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, employees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the United States Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Code).”

THIRD: Amendment adopted:

Article VII is hereby amended by deleting the first paragraph and substituting the following provisions in lieu thereof:

“The officers of the corporation shall be set forth in the corporation's By-Laws.”

FOURTH: Amendment adopted:

Article VII is hereby amended by deleting the last paragraph and substituting the following provision in lieu thereof:

“The officers shall be elected by the voting membership of the corporation except the President, who shall ascend to his office as provided in the By-Laws. All elected officers shall serve one (1) year terms. Each newly-elected officer shall take office immediately following the annual meeting, and shall serve for their specified term or until their successor is elected.”

FIFTH: Amendment adopted:

Article VIII is hereby amended by deleting the first paragraph and substituting the following provision in lieu thereof:

“The number of Directors of the corporation shall be set forth in the corporation's By-Laws, but at no time shall this number be lower than the number of Directors required by the

Florida Not For Profit Corporation Act.”

SIXTH: Amendment adopted:

Article IX is hereby amended by deleting the Article in its entirety and substituting the following provision in lieu thereof:

“Amendments to the Articles of Incorporation shall be made in the following manner: The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the Delegate Council at any annual or special meeting, or such vote may be conducted by mail. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Delegate entitled to vote at least thirty (30) days prior to voting. The proposed amendment shall be adopted upon receiving a majority vote of the Delegates. If the vote is conducted by mail, two-thirds (2/3) of the votes received shall be required to adopt the proposed amendment, provided that at least one-fourth (1/4) of the Delegates shall have voted.”

SEVENTH: Amendment adopted:

Article X is hereby amended by deleting the Article in its entirety and substituting the following provision in lieu thereof:

“Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(6) or section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Code), or to the Federal government or a state or local government for a public purpose, in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.”

EIGHTH: The date of the adoption of the amendments was: June 16th, 01

NINTH: The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Date: 9/29/01

Name: _____
Title: _____

Joseph Falk
President