



**AFFIDAVIT OF PUBLICATION
for Corporation Commission**

ARIZONA CAPITOL TIMES

P.O. Box 2260 Phoenix, AZ 85002
Phone: (602) 258-7026 / Fax: (602) 258-2504

STATE OF ARIZONA
County of Maricopa

I, DIANA CREIGHTON, am authorized by the publisher as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The ARIZONA CAPITOL TIMES, is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/is being published three (3) consecutive times in the newspaper listed above.

DATES OF PUBLICATION:

- 1) June 11, 2004
- 2) June 18, 2004
- 3) June 25, 2004

THE NAME OF THE CORPORATION: ACCLIVITY INVESTMENT GROUP, LLC

CORPORATE FILE NUMBER: L-1128431-8

TYPE OF DOCUMENT: Notice for Publication of Articles of Organization

(EXAMPLE: Merger between party a and party b; name change from/to; foreign authority with a fictitious name; articles of incorporation; application for authority; articles of organization; amendment; etc.)

AUTHORIZED SIGNATURE: *[Handwritten Signature]*

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 25TH DAY OF JUNE, 2004.

NOTARY SIGNATURE: *[Handwritten Signature]*



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JUN 28 2004

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION



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DATES OF PUBLICATION:

- 1) January 16, 2004
- 2) January 23, 2004
- 3) January 30, 2004

THE NAME OF THE CORPORATION: ACUITY VENTURES, LLC

CORPORATE FILE NUMBER: L-1104673-9

TYPE OF DOCUMENT: Notice for Publication of Articles of Organization
(EXAMPLE: Merger between party a and party b; name change from/to; foreign authority with a fictitious name; articles of incorporation; application for authority; articles of organization; amendment; etc.)

AUTHORIZED SIGNATURE: *Diana Creighton*

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 30TH DAY OF JANUARY, 2004.

NOTARY SIGNATURE: *Maria Chromina*

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FILE NO. -19760810-0

FILE NO. 19760810-0

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Read the Instructions C011i

1. **ENTITY NAME** - see Instructions C011i for naming requirements - give the exact name of the corporation:

Title 1 Hope

2. **CHARACTER OF AFFAIRS** - briefly describe the character of affairs the corporation initially intends to conduct in Arizona. **NOTE** that the character of affairs that the corporation ultimately conducts is not limited by the description provided.

To act as a liason to provide food to food insecure children/families.

3. **MEMBERS - check one:** The corporation WILL have members.
 The corporation WILL NOT have members.

4. **ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:**

4.1 Is the Arizona known place of business address the same as the **street address** of the statutory agent?

Yes - go to number 5 and continue
 No - go to number 4.2 and continue

4.2 If you answered "**No**" to number 4.1, give the **physical or street address** (not a P.O. Box) of the known place of business of the corporation in Arizona:

Attention (optional)			
Address 1			
Address 2 (optional)			
City		State or Province	Zip
Country			

5. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box and complete and attach the Director Attachment form C082.

Juanita H. Ivey Name 4608 W. Saguaro Drive Address 1			Susan Young Name 26 East Canterbury Court Address 1		
Address 2 (optional) Glendale City		AZ State or Province	85304 Zip	Address 2 (optional) Phoenix City	
USA Country				USA Country	
Carl Anthony Ivey Name 4608 W. Saguaro Drive Address 1			Lois K. Pempeit Name 4608 W. Saguaro Dr. Address 1		
Address 2 (optional) Glendale City		AZ State or Province	85304 Zip	Address 2 (optional) Glendale City	
USA Country				USA Country	
Rachel Gomez Name 13839 N. 180 th Avenue Address 1			Name Address 1		
Address 2 (optional) Surprise City		AZ State or Province	85388 Zip	Address 2 (optional) City	
USA Country				State or Province Zip	

6. STATUTORY AGENT - see Instructions C011i

6.1 REQUIRED - give the name (can be an individual or an entity) and <i>physical or street address</i> (not a P.O. Box) in Arizona of the statutory agent:			6.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):		
Juanita Hope Ivey Statutory Agent Name (required)					
Attention (optional) 4608 W. Saguaro Drive Address 1			Attention (optional) Address 1		
Address 2 (optional) City Glendale		AZ State	85304 Zip	Address 2 (optional) City State Zip	
6.3 REQUIRED - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with these Articles of Incorporation.					

7. REQUIRED - you must complete and submit with the Articles a **Certificate of Disclosure**.
The Articles will be rejected if the Certificate of Disclosure is not simultaneously submitted.

8. INCORPORATORS - list the **name and address**, and the **signature**, of each and every incorporator - minimum of one is required. If more space is needed, check this box and complete and attach the Incorporator Attachment form C084.

Name Juanita Hope Ivey
 Address 1 4608 W. Saguaro Drive
 Address 2 (optional) _____
 City Glendale State AZ Zip 85304
 Country USA

SIGNATURE - see Instructions C0111:

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature Juanita Hope Ivey
 Printed Name Juanita Hope Ivey Date 1/12/15

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

LLC as Incorporator - I am signing as a member, manager, or authorized agent of a **limited liability company**, and its name is:

Name _____
 Address 1 _____
 Address 2 (optional) _____
 City _____ State _____ Zip _____
 Country _____

SIGNATURE - see Instructions C0111:

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature _____
 Printed Name _____ Date _____

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

LLC as Incorporator - I am signing as a member, manager, or authorized agent of a **limited liability company**, and its name is:

Filing Fee: \$40.00 (regular processing) Expedited processing - add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
 All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
 If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002I

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Title 1 Hope

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Juanita Hope Ivey

3. **STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Juanita Hope Ivey
Signature

Juanita Hope Ivey
Printed Name

January 12, 2015
Date

REQUIRED - check only one:

Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.

Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing - not applicable.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
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If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. **ENTITY NAME** - give the exact name of the corporation in Arizona:

Title 1 Hope

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check only one of the following to indicate the type of Certificate:**

- Initial (accompanies formation or registration documents)
 Annual (credit unions and loan companies only)
 Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership of the **other corporation**?

 Yes No

5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure: This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.

Foreign corporations: This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.

Credit Unions and Loan Companies: This Certificate must be signed by any 2 officers or directors.

Name Juanita Hope Ivey
 Address 1 4608 W. Saguaro Drive
 Address 2
 City Glendale State AZ Zip 85304
 Country USA

Name _____
 Address 1 _____
 Address 2 _____
 City _____ State _____ Zip _____
 Country _____

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

 I ACCEPT

Signature Juanita Hope Ivey
 Printed Name Juanita Hope Ivey Date 1/16/15

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
 Officer - I am an officer of the corporation submitting this Certificate
 Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
 Director - I am a Director of the credit union or loan company submitting this Certificate.

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

 I ACCEPT

Signature _____
 Printed Name _____ Date _____

REQUIRED - check only one:

- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
 Officer - I am an officer of the corporation submitting this Certificate
 Chairman of the Board of Directors - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
 Director - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None
 All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
 1300 W. Washington St., Phoenix, Arizona 85007
 Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.



NO FILING FEE REQUIRED

CORPORATION
STATEMENT OF CHANGE OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT
Pursuant to A.R.S. §§10-502, 10-1508, 10-11508 & 10-3502

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Customer Call Center (602) 542-3026 or our web site, www.azcc.gov/divisions/corporations to obtain the correct information.

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:

Academy Mortgage Corporation

2. The ACC file number is F-0980855-1 C

3. The known place of business currently on file with the ACC is:

19820 N. 7th Street Suite 145
Phoenix AZ 85024

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MAR 27 2008

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

*This has not
changed 7*

4. The name and street address of the current statutory agent on file with the ACC is:

Aladin Sabic
19820 N. 7th Street #145
Phoenix AZ 85024

5. (A) The known place of business in ARIZONA is to be changed. The street address of the new known place of business is:

(B) Foreign corporations only:
The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

1218 East 7800 South #100 Sandy, UT 84094

Indicate which address the Annual Report should be mailed to:

5(A) _____ 5(B)

6. (A) The address of the statutory agent is to be changed.* (If the statutory agent has a P.O. box or personal mail box (PMB) then he/she must also provide a physical location/address).

If only changing the statutory agent's address, the statutory agent is the only individual who must sign this statement. * By signing this document, the statutory agent acknowledges that he/she has given the corporation written notice of this change.

Corporation Name: Academy Mortgage Corporation

File Number: F-0980855-1

(B) The statutory agent in ARIZONA is to be changed. The name and street address of the new statutory agent is:

The new statutory agent must accept his/her appointment as the new statutory agent.

**Acceptance of Appointment
By Statutory Agent****

**(required only if a new statutory agent is being appointed)

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this _____ day of _____, _____

Signature: _____

Printed Name: _____ Title: _____

If signing on behalf of a company, please print the company name here.

Statutory agent must sign only if changing his/her address (Item 6(A)).

Dated this _____ day of _____, _____

Signature: _____

Printed Name: _____

If signing on behalf of a company, please print the company name here.

Changes to corporation(s) other than changes to a statutory agent's address, must be executed by an officer of the corporation.

Dated this 24 day of March, 2008

Signature: _____

Printed Name: Wane Shaw

Title: President



02190665

DO NOT PUBLISH THIS SECTION

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach a Trade Name Certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state @not applicable@.

5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a physical street address/location.

APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS IN ARIZONA

Pursuant to A.R.S. Title 10, Chapter 15 and 38

The name of the corporation is: AmericaHomeKey, Inc.

A(n) TEXAS Corporation
(State, Province or Country)

We are a foreign corporation applying for authority to transact business in the state of Arizona.

1. The exact name of the foreign corporation is:

AmericaHomeKey, Inc.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

AmericaHomeKey Arizona

2. The name of the state, province or country in which the foreign corporation is incorporated is:

TEXAS

3. The foreign corporation was incorporated on the 14th day of July, 2000

and the period of its duration is: Perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

3838 Oak Lawn Avenue

Suite 1050

Dallas, TX 75219

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

CT Corporation System

3225 North Central Avenue

Phoenix, AZ 85012

AZ CORPORATION COMMISSION FILED

AZ CORPORATION COMMISSION FILED

CF:0024
Rev: 10/2006

OCT 02 2007

OCT 16 2007

Arizona Corporation Commission
Corporations Division

FILE NO. F-139832-6

FILE NO. F-139832-6

DO NOT PUBLISH
THIS SECTION

F1398321-6

5.a. The street address of the known place of business of the foreign corporation in Arizona
IF DIFFERENT from the street address of the statutory agent is:

5.b. Indicate to which address the Annual Report should be mailed.

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 X or 5a _____.

6. If the purpose of your corporation has any limitations please indicate. If not, state no limitations or leave blank.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

No limitations

7. The names and business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: Lane Terrell President [title]

Address: 3131 McKinney Avenue, Suite 400

City, State, Zip Dallas, TX 75204

Name: Frank Caughron Sr. Executive Vice President [title]

Address: 3131 McKinney Avenue, Suite 400

City, State, Zip Dallas, TX 75204

Name: Kathy Shadle Executive Vice President [title]

Address: 3131 McKinney Avenue, Suite 400

City, State, Zip Dallas, TX 75204

8. The total number of authorized shares cannot be zero or AN/A. Include authorized, not issued shares in this section.

8. The foreign corporation is authorized to issue 1,000,000 shares, itemized as follows: (Attach additional sheets if necessary.)

510,000 shares of Class A [class or series] stock at
no par value or par value of \$1.00 per share.

490,000 shares of Class C [class or series] stock at
no par value or par value of \$1.00 per share.

_____ shares of _____ [class or series] stock at
no par value or par value of \$ _____ per share.

DO NOT PUBLISH THIS SECTION

9. The total number of issued shares cannot be AN/Ae.

The Application must be accompanied by the following:
⊙A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

⊙A certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, '8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by executing the consent.

F1398321-6

9. The foreign corporation has issued 519,500 shares, itemized as follows:

510,000 shares of Series A [class or series] stock at no par value or par value of \$1.00 per share.

19,500 shares of Series C [class or series] stock at no par value or par value of \$ 1.00 per share.

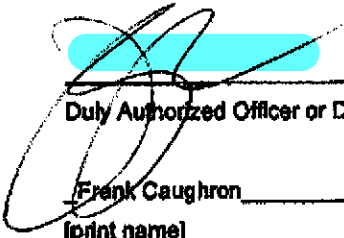
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Mortgage Banking

Dated this 1st day of October, 2007.

Executed by



Duly Authorized Officer or Director

Frank Caughron Sr. Executive Vice President
[print name] [title]

PHONE _____ FAX _____
[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 1st day of October, 2007.

Maria Ozaeta
Signature

Maria Ozaeta
Vice President

[Print Name]

CT Corporation System

[If signing on behalf of a company serving as statutory agent, print company name here]

PROFIT
CERTIFICATE OF DISCLOSURE
Pursuant to A.R.S. §10-202. (D).

AmericaHomeKey, Inc. _____
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X _____

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name, prior name(s) and aliases, if used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- C. Has any person serving as an officer, director, trustee, incorporator or holder of over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy, receivership or charter revocation of the other corporation?

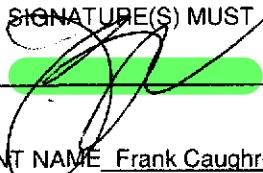
Yes _____ No X _____

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|---|---|
| 1. Name and address of the corporation. | 3. State(s) in which the corporation:
(a) Was incorporated. (b) Has transacted business. |
| 2. Full name (including aliases) and address of each person involved. | 4. Dates of corporate operation. |
| | 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution. |

D. The fiscal year end adopted by the corporation is 12/31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY  _____ BY _____

PRINT NAME Frank Caughron _____ PRINT NAME _____

TITLE Sr. EVP _____ DATE 10/10/2007 _____ TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for AMERICAHOMEKEY, INC. (file number 159038700), a Domestic For-Profit Corporation, was filed in this office on July 14, 2000.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 01, 2007.



A handwritten signature in cursive script that reads "Phil Wilson".

Phil Wilson
Secretary of State



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

AMERICAHOMEKEY, INC.
Filing Number: 159038700

Restated Articles of Incorporation

March 03, 2006

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on October 01, 2007.



A handwritten signature in black ink that reads "Phil Wilson".

Phil Wilson
Secretary of State

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

AmericaHomeKey, Inc.

FILED
In the Office of the
Secretary of State of Texas
MAR 03 2006

Corporations Section

The undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation (the "Corporation") under the Texas Business Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation for the Corporation.

ARTICLE ONE

Name

The name of the Corporation is AmericaHomeKey, Inc.

ARTICLE TWO

Duration

The period of its duration is perpetual.

ARTICLE THREE

Purpose

Section 1. The purpose for which the Corporation is organized is to engage in any lawful business or activity for which corporations may be incorporated under the Act, subject to the limitations set forth in Section 2 of this Article.

Section 2. Nothing in this Article is to be construed as authorizing the Corporation to ~~transact~~ any business in the State of Texas expressly prohibited by any laws of the State of Texas, or to engage in any activity in the State of Texas which cannot lawfully be engaged in by a corporation incorporated under the Act or which cannot lawfully be engaged in without first obtaining a license under the laws of the State of Texas and which license cannot be granted to a corporation organized under the Act, or to operate in Texas any of the businesses referred to in Section B of Article 2.01 of the Act, or to take any action in violation of any of the laws referred to in Section C of Article 2.02 of the Act.

ARTICLE FOUR

Authorized Shares

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares of Common Stock having One and No/100 Dollars (\$ 1.00) par value per share, whether Series A, Series B, or Series C Common Stock.

ARTICLE FIVE

Preferences, Privileges, Restrictions and Rights.

Section 1. The Common Stock of the Corporation shall be issued in three series, designated Series A, Series B and Series C respectively. All Common Stock shall have the same rights and privileges, except as follows:

(A) The holders of Series B Common Stock shall not be entitled to vote in any meeting or on any matter put to a vote of the shareholders of the Corporation and shall not be required to consent to any action of the shareholders without a vote.

(B) The holders of Series B and Series C Common Stock shall not have any preemptive right to acquire any additional unissued or treasury shares or securities of the Corporation, whether Series A or Series B Common Stock of the Corporation. The preemptive right covering Series A Common Stock of the Corporation shall be as provided under Article 10 of these Articles of Incorporation.

(C) The holders of Series A Common Stock are authorized to fix, in the manner and to the extent provided by law, any provisions deemed appropriate for the convertibility of Series B Common Stock into Series A Common Stock.

Section 2. The shareholders of the Corporation have simultaneously with the organization of the Corporation entered into a separate agreement, which is being revised concurrently with the execution of these Second Amended and Restated Articles of Incorporation (collectively, including all subsequent amendments and supplements thereto, the "Shareholder Agreement"), which, is binding upon all present and future shareholders of Series A and Series B Common Stock, and which causes the conversion of Series A Common Stock into Series B Common Stock upon the occurrence of certain events. Any issue of Series C Common Stock are not subject to the terms and conditions of the Shareholder Agreement.

ARTICLE SIX

Restrictions on Transfer of Shares

Section 1. Restrictions on Transfer. None of the issued and outstanding shares of Series A and Series B Common Stock of the Corporation may be sold by any shareholder, except in accordance with the terms and conditions of this Article, the Shareholder Agreement and any other agreement of the shareholders of the Corporation.

Section 2. Notice of Sale; Rights of First Refusal. Any shareholder desiring to sell any shares of Series A or Series B Common Stock of the Corporation, or any interest therein, shall give notice in writing to the Corporation stating that the selling shareholder has a bona fide offer ("Bona Fide Offer") for the purchase of his shares, the number and series of shares to be sold pursuant to such Bona Fide Offer (the "Offered Shares"), the name and address of each person desiring to purchase the Offered Shares, and the sales price per share and terms of payment of the Bona Fide Offer. Such notice shall constitute an offer to sell all of the Offered Shares to the Corporation upon

the sales price per share and terms of payment of the Bona Fide Offer. The Corporation shall be entitled to require the selling shareholder to clarify any term or condition of such Bona Fide Offer, and may request such additional information, explanation or documentation as it, in its sole discretion, deems necessary in order to properly evaluate the Bona Fide Offer. Until such time as the Corporation receives all requested additional information, explanation or documentation, notice of such Bona Fide Offer shall not be deemed as having been given. Such offer shall last for sixty (60) days. If at the end of such sixty (60) days, the Corporation has not elected to purchase all of the Offered Shares, the remaining shareholders shall have the option, for the period of sixty (60) days, to purchase the Offered Shares (or the portion thereof not purchased by the Corporation) at the sales price per share and terms of the Bona Fide Offer, such shares to be allocated among the shareholders electing to purchase the same pro rata according to their relative shareholdings. If, at the end of such second sixty (60) day period, the remaining shareholders (and/or the Corporation) have not elected to purchase all of the Offered Shares, the offering shareholder may, for a period of sixty (60) days, sell the Offered Shares pursuant to the Bona Fide Offer; provided that the purchaser shall be bound by all the restrictions, terms and conditions of this Article; and provided further that if the Offered Shares are not sold pursuant to the Bona Fide Offer within such sixty (60) day period, the offering shareholder may not sell such shares without again complying with this Article.

Section 3. Endorsement of Certificates. Each certificate representing issued and outstanding shares of Series A and Series B Common Stock of the Corporation shall be endorsed, on the face thereof, with a legend in substantially the following form:

"SEE REVERSE SIDE FOR RESTRICTIONS ON TRANSFER,"

and, on the reverse side thereof, with a legend in substantially the following form:

"THE SALE OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS SUBJECT TO CERTAIN RESTRICTIONS PURSUANT TO THE ARTICLES OF INCORPORATION OF THE COMPANY, WHICH ARE ON FILE IN THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF TEXAS AND CONTAIN A FULL STATEMENT OF SUCH RESTRICTIONS. ADDITIONAL RESTRICTIONS PURSUANT TO THE SHAREHOLDERS AGREEMENT APPLY, A COPY OF WHICH MAY BE AVAILABLE FOR INSPECTION FROM THE COMPANY IN CERTAIN LIMITED CIRCUMSTANCES."

Section 4. Other Agreements Permitted. Nothing in this Article shall prevent the Corporation or any of the shareholders of the Corporation, or any of them, from imposing, in any manner permitted by the Act, additional restrictions on the transfer of any of the shares of capital stock of the Corporation.

ARTICLE SEVEN

Restrictions on Commencement of Business

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand and No/100 Dollars (\$ 1,000.00), consisting of money, labor done or property actually received.

ARTICLE EIGHT

Registered Office and Registered Agent

The post office mailing address of the initial registered office of the Corporation is:

2200 Post Oak Blvd., Suite 700
Houston, Texas 77056

The name of the initial registered agent of the Corporation at such address is:

Charles J. Pignuolo

ARTICLE NINE

Board of Directors

Section 1. Number and Qualification. The number and qualifications of directors constituting the Board of Directors of the Corporation shall be fixed and determined in the manner provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws, except that no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a Bylaw providing for the number of directors, or should the Corporation fail to determine the number of directors in the manner provided by the Bylaws, the number shall be the same as the number of directors constituting the initial Board of Directors.

Section 2. Initial Board of Directors. The initial Board of Directors shall consist of five (5) persons. The name and addresses of the persons who are elected to serve as directors of the Corporation until the first annual meeting of shareholders, and until their successors shall have been elected and qualified, are:

<u>Name</u>	<u>Address</u>
Buddy L. Terrell	294 First Street Sointula, British Columbia VON 3E0 Canada
Lane Terrell	4218-F Gilbert Ave. Dallas, Texas 75219
Lynn Eaton	22660 Pacific Coast Highway, #204 Malibu, California 90265
Frank Caughron	12577 Montego Plaza Dallas, Texas 75230

Charles J. Pignuolo

2200 Post Oak Blvd., Suite 700
Houston, Texas 77056

Earl "Doc" Baldwin

300 Ponderosa Lane
Elizabeth, Colorado 80107

ARTICLE TEN

Provisions for Regulation of the Internal Affairs of the Corporation

Provisions for the regulation of the internal affairs of the Corporation shall include the following, but such enumeration is not in limitation of the power of the shareholders or the Board of Directors to formulate in the Bylaws, by resolution, or in other proper manner, other lawful provisions not inconsistent with these Articles:

Section 1. Voting.

(a) Each outstanding share of Series A and Series C Common Stock shall be entitled to one vote on each matter submitted to a vote of shareholders. Series B Common Stock shall have no right to vote on any matter submitted to a vote of shareholders.

(b) At each election of directors every shareholder entitled to vote at such election shall be entitled to one vote, in person or by proxy, for each share owned by him, in the election of each director. The right of shareholders to cumulate votes in the elections of directors is specifically denied.

(c) Except as expressly provided otherwise in the Shareholders Agreement, all matters relating to the ordinary operation or management of the business of the Corporation shall be decided by a majority vote of the Board of Directors of the Corporation. Notwithstanding the foregoing, the prior written consent of all Series A Shareholders shall be required for (i) any amendment, changes or other modification or restatement of the Articles of Incorporation or the Bylaws of the Corporation; (ii) issuance of any capital stock by the Corporation, or any securities, options, warrants or other rights representing an interest in, or convertible into, shares of capital stock by the Corporation; (iii) the grant or issuance of any phantom stock or similar rights; (iv) the adoption, amendment, change or other modification of an employee stock plan; or (v) the voluntary dissolution of the Corporation.

Section 2. Bylaws. The Board of Directors shall adopt the initial Bylaws.

Section 3. Denial of Preemptive Rights. No shareholder of the Corporation shall have any preemptive right to acquire any additional unissued or treasury shares, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of the Corporation, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the Corporation.

Section 4. Interest of Directors and Officers in Contracts. The Corporation may enter

into contracts or transact business with one or more of its directors or officers, or with any firm of which one or more of its directors or officers are members or employees or in which they are otherwise interested, or with any corporation or association in which any of its directors or officers are stockholders, directors, officers, members, employees or otherwise interested. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are members or employees, or in which they are otherwise interested, or between the Corporation and any corporation or association in which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are otherwise interested, shall be void or voidable or otherwise affected by reason of such directorship or office in the Corporation or such interest in such other firm, corporation or association, notwithstanding that such director or directors having such interest are present and counted in determining the existence of a quorum at a meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding that the vote of such director or directors having such interest shall have been necessary to authorize, approve, ratify, or otherwise obligate the Corporation upon such contract or transaction, provided that (1) the fact of such interest shall first be disclosed or known to the Board of Directors prior to the vote approving or ratifying such contract or transaction and the Board of Directors shall authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, or (2) the fact of such interest shall be disclosed to the shareholders and the shareholders, by written consent or by vote of holders of record of a majority of all the outstanding shares entitled to vote, shall authorize, approve or ratify such contract or transaction. No director or officer shall be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract of the Corporation by reason of such directorship, office or interest. Nothing in this Section shall create liability in the events above described or prevent the authorization, ratification or approval of such transactions or contracts in any other manner permitted by law. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE ELEVEN

Incorporator

The name and address of the incorporator of the Corporation is:

Charles J. Pignuolo
2200 Post Oak Blvd., Suite 700
Houston, Texas 77056

ARTICLE TWELVE

Amendments

These Second Amended and Restated Articles of Incorporation were adopted verbatim by unanimous written resolution of the shareholders of the Corporation on October 1st, 2002.


IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of October, 2002.


KATHY SHADLE

THE STATE OF TEXAS)
)
COUNTY OF DALLAS)

BEFORE ME, the undersigned authority personally appeared before me, KATHY SHADLE, Secretary of AmericaHomeKey, Inc., who being by me first duly sworn, declared that she is the person who signed the foregoing document, in the capacity therein stated, as the act and deed of said corporation, and that the statements therein contained are true and correct.

Dated this the 1st day of October, 2002.


Notary Public in and for
The State of TEXAS

(SEAL)

IDA A ALCAZAR
Printed Name of Notary

My Commission Expires:
7/20/04





NO FILING FEE REQUIRED

CORPORATION
STATEMENT OF CHANGE OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT
Pursuant to A.R.S. §§10-502, 10-1508, 10-11508 & 10-3502

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Customer Call Center (602) 542-3026 or our web site, www.azcc.gov/divisions/corporations to obtain the correct information.

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:

Amerisave Mortgage Corporation

2. The ACC file number is F-1048840-8

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3. The known place of business currently on file with the ACC is:

3525 Piedmont Road
6 Piedmont Center #710
Atlanta GA 30305

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

4. The name and street address of the current statutory agent on file with the ACC is:

Resident Agents-Arizona, LLC
4643 E Thomas Rd #9
Phoenix, AZ 85018

(Domestic Address) (A)

5. (A) The known place of business in ARIZONA is to be changed. The street address of the new known place of business is:

~~NIA~~ 11811 N. Tatum Blvd, Suite 3031-114
Phoenix, AZ 85028

(B)

Foreign corporations only:
The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

3350 Peachtree Road, #1000
Atlanta GA 30326

Indicate which address the Annual Report should be mailed to:

5(A) _____ 5(B)

6. (A) The address of the statutory agent is to be changed.* (If the statutory agent has a P.O. box or personal mail box (PMB) then he/she must also provide a physical location/address).

NIA

If only changing the statutory agent's address, the statutory agent is the only individual who must sign this statement. * By signing this document, the statutory agent acknowledges that he/she has given the corporation written notice of this change.

Corporation Name: Amerisave Mortgage Corporation File Number: F-1048810-8

(B) The statutory agent in ARIZONA is to be changed. The name and street address of the new statutory agent is:

N/A

The new statutory agent must accept his/her appointment as the new statutory agent.

**Acceptance of Appointment
By Statutory Agent****

**(required only if a new statutory agent is being appointed)

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this ____ day of _____.

Signature: _____

Printed Name: _____ Title: _____

If signing on behalf of a company, please print the company name here.

<p>Statutory agent must sign only if changing his/her address (Item 6(A)).</p> <p>Dated this ____ day of _____, _____</p> <p>Signature: _____</p> <p>Printed Name: _____</p> <p>_____</p> <p>If signing on behalf of a company, please print the company name here.</p>	<p>Changes to corporation(s) other than changes to a statutory agent's address, must be <u>executed by an officer of the corporation.</u></p> <p>Dated this ____ day of <u>October</u>, <u>2008</u></p> <p>Signature: _____</p> <p>Printed Name: <u>Andrea Watts</u></p> <p>Title: <u>CFO</u></p>
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CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

00384 L20

Arizona Central Credit Union
EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
(a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
(b) Involved the violation of the consumer fraud laws of that jurisdiction; or
(c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

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MAY 03 2013

Yes No X

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

B. IF YES, the following information MUST be attached:

- 1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- 1. Name and address of the other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
(a) was incorporated.
(b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature]

PRINT NAME Todd A. Pearson

TITLE President/CEO DATE 5/03/13

BY [Signature]

PRINT NAME Greg Hardin

TITLE SVP/CEO DATE 5/03/13

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation. FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION. CREDIT UNIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.

AZ Corp. Commission



05816408

CORPORATION COMMISSION
ATONS DIVISION
ASHINGTON
ARIZONA 85007-2929

CORPORATE FILINGS

PARAMOUNT RESIDENTIAL MORTGAGE GROUP,
2575 EAST CAMELBACK RD
STE 770
PHOENIX, AZ 85016

01/27/17

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

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COMMISSIONERS
TOM FORESE - Chairman
BOB BURNS
DOUG LITTLE
ANDY TOBIN
BOYD DUNN



TED VOGT
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
1300 W Washington
Phoenix, Arizona 85007-

PARAMOUNT RESIDENTIAL MORTGAGE GROUP, INC.
2575 EAST CAMELBACK RD
STE 770

PHOENIX, AZ 85016

Effective Date: 01/26/2017
File No: F-1455355-1

Original Due Date: June 5, 2016

Received: 12/28/16

We have received a document submission for the above-referenced entity. If an acceptable form of payment for the correct filing fee was received, it has been deposited and is nonrefundable pursuant to statute, unless otherwise noted below. The document is REJECTED and is being returned for the following reasons:

We have deposited your check, however your annual report is being returned for the following reason(s):

- > The Certificate of Disclosure on page 3 has not been completed. Please respond YES or NO to Section 10 on page 3 of the annual report form. If YES, please answer all questions listed in that section and attach to the annual report.

Section 12 signature requirements are as follows:
Corporations - the signer shall be a duly authorized officer listed in section 7 on page 2. We can not accept this report unless officer signs the report and prints name, title, and the date. (Signature will not be accepted unless dated).

- > Please date the signature on page 3, section 12.

IMPORTANT INFORMATION:

Please note: This annual report has not been approved, it is being returned to you for corrections which are listed above. If you wish to avoid additional penalties and possible administrative dissolution, this report must be returned within 30 days after the effective date of this notice to be deemed timely filed. Refer to A.R.S. 10-1622.F for more information.

To successfully process your document, it is important for you to return:



**CORPORATION
STATEMENT OF CHANGE
OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT**

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Records section, (602) 542-3026 or our web site, www.cc.state.az.us/corp to obtain the correct information.

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:
CARDINAL FINANCIAL SERVICES, INC.

2. The ACC file number is 0206149-1 #

3. The known place of business currently (old) on file with the ACC is:

6920 E. 1ST ST., # 201
SCOTTSDALE, AZ 85251

4. The name and address of the current statutory agent on file with the ACC is:

THOMAS W. ROUSE
3030 N. 3RD ST., # 200
PHOENIX, AZ 85012

(A) The known place of business in ARIZONA is to be changed. The street address of the new (now, or in the near future) known place of business is:

(B) Foreign corporations only:
The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

5. Indicate which address the Annual Report should be mailed to: 4(A) _____ 4(B) _____

6. (A) The statutory agent in ARIZONA is to be changed. The name and address of the new statutory agent is:

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Corporation Name: CARDINAL FINANCIAL SERVICES, INC. File Number: 0206149-1

(B) The address of the statutory agent in ARIZONA is to be changed. The new address of the statutory agent is:

ONE NORTH CENTRAL AVE.
SUITE 1200
PHOENIX, AZ 85004

and the statutory agent has given the Corporation written notice of this change.

ARS §10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose file is to be changed.

DATED this _____ day of _____, 2004

CARDINAL FINANCIAL SERVICES, INC.

[Name of Corporation]

By Michael H. Finger

MICHAEL H. FINGER, PRESIDENT

[Name] [Title]

Thomas W. Pense

[Statutory Agent]*

*(Statutory Agent must sign only if changing address.)

If the agent has a P.O. box, then they must also provide a physical location/address where service of process on the corporation can occur. Also, personal mail boxes (PMB) are unacceptable for a physical address, but fine for a mailing address.

**Acceptance of Appointment
By Statutory Agent****

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this _____ day of _____.

Signature: _____

Printed Name: _____

**(required only if a new statutory agent is being appointed)

PLEASE NOTE: IF THIS STATEMENT INCLUDES AN AGENT'S STATEMENT OF RESIGNATION, THEN YOU MUST ENCLOSE A FILING FEE OF \$10.00 (U.S.) MADE PAYABLE TO THE ARIZONA CORPORATION COMMISSION.

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OCT 7 - 2004

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

FEB 27 2017



05834879

FILE NO. R21649038

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR REGISTRATION
OF FOREIGN LIMITED LIABILITY COMPANY**

Please read Instructions L025i

1. **ENTITY TYPE** – check only one to indicate the type of entity applying for registration:

- LIMITED LIABILITY COMPANY PROFESSIONAL LIMITED LIABILITY COMPANY

2. **NAME IN STATE OR COUNTRY OF FORMATION (FOREIGN NAME)** – enter the exact, true name of the foreign LLC:

Commonwealth Mortgage, LLC

3. **NAME TO BE USED IN ARIZONA (ENTITY NAME)** – identify the name the foreign LLC will use in Arizona by checking 3.1 or 3.2 (check only one), and follow instructions:

- 3.1 **Name in state or country of formation**, with no changes or additions – go to number 4 and continue.
- 3.2 **Fictitious name** – check this if the foreign LLC's name in its state or country of formation is not available for use in Arizona or if that name does not contain an LLC identifier, and enter the name in number 3.3 below. **NOTE** – a resolution of the company adopting the fictitious name must be attached to and submitted with this form.

3.3 **If you checked 3.2**, enter or print the name to be used in Arizona:

CommonwealthMortgage.com, LLC

4. **PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES** – if professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

5. **FOREIGN DOMICILE** – list the state or country in which the foreign LLC was formed:

Massachusetts

6. **DATE OF FORMATION IN FOREIGN DOMICILE:** 03/06/2007

7. **PURPOSE OR GENERAL CHARACTER OF BUSINESS** – describe or state the purpose of the foreign LLC or the general character of the business it proposes to transact in Arizona:
Making residential mortgage loans as a mortgage lender and all typical activities.

8. STATUTORY AGENT IN ARIZONA:						
8.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:				8.2 OPTIONAL - mailing address in Arizona of statutory agent, if different from street address (can be a P.O. Box):		
InCorp Services, Inc.						
Statutory Agent Name (required)						
Attention (optional) 2338 W. Royal Palm Rd., Ste. J				Attention (optional)		
Address 1				Address 1		
Address 2 (optional) Phoenix City		AZ State	85021-9339 Zip	Address 2 (optional) City		State Zip
8.3 REQUIRED – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Registration.						

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS – *see Instructions L025i* – give the **physical or street address** (not a P. O. Box) of the foreign LLC required to be maintained in its state of organization, or, if not so required, of the foreign LLC’s statutory agent in its state or country of organization:

Michael J. Richards		
Attention (optional)		
600 West Cummings Park, Suite 2500		
Address 1		
Address 2 (optional)		
Woburn	MA	01801
City	State or Province	Zip
Country	UNITED STATES	

10. OPTIONAL – ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

10.1 Is the Arizona known place of business street address the same as the **street address** of the statutory agent? Yes - go to the next page and continue.
 No - complete number 10.2 and continue.

10.2 If you answered “no” to number 10.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country	UNITED STATES	

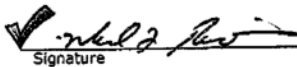
COMPLETE NUMBER 11 OR NUMBER 12 - NOT BOTH.

11. MANAGER-MANAGED LLC - *see Instructions L025i* - check this box if management of the LLC is vested in a manager or managers, and complete and attach the Manager Structure Attachment form L040. *The filing will be rejected if it is submitted without the attachment.*

12. MEMBER-MANAGED LLC - *see Instructions L025i* - check this box if management of the LLC is reserved to the members, and complete and attach the Member Structure Attachment form L041. *The filing will be rejected if it is submitted without the attachment.*

13. SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT


Signature

Michael J. Richards
Printed Name

02/06/2017
Date

REQUIRED - check only one and fill in the corresponding blank if signing for an entity:

<input checked="" type="checkbox"/> I am the individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named:	<input type="checkbox"/> I am a duly authorized agent for this LLC.
--	---	--

Filing Fee: \$150.00 (regular processing) Expedited processing - add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
--	---

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
 All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
 If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Commonwealth Mortgage, LLC

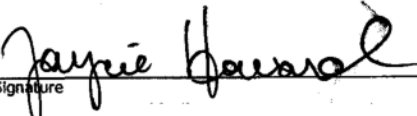
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

InCorp Services, Inc.

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

 Jaycie Howard on behalf of Incorp Services, Inc. 02/06/2017
Signature Printed Name Date

REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
--	--

Filing Fee: none (regular processing) Expedited processing – not applicable. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
---	---

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

MANAGER STRUCTURE ATTACHMENT

- ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
Commonwealth Mortgage, LLC
- A.C.C. FILE NUMBER** (if known): _____
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>
- MANAGERS / MEMBERS** – give the name and address of each and every **manager** and list all **members who own 20% or more** of the profits or capital of the LLC. **Use one block per person.** Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed - *do not check both member boxes.* If more space is needed, use another Manager Structure Attachment form.

1. Michael J. Richards Name 17 Watson Lane Address 1 Address 2 (optional) Woburn MA 01801 City United States Country <input type="checkbox"/> 20% or more member <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	2. Name Address 1 Address 2 (optional) City Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member
3. Name Address 1 Address 2 (optional) City Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	4. Name Address 1 Address 2 (optional) City Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member
5. Name Address 1 Address 2 (optional) City Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	6. Name Address 1 Address 2 (optional) City Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member

RESOLUTION
OF
Commonwealth Mortgage, LLC
A Massachusetts Limited Liability Company

I, the undersigned Manager, do hereby certify that the following is a true, complete and correct copy of a certain resolution of the Managers of Commonwealth Mortgage, LLC, a limited liability company duly organized and existing under the laws of the State of Massachusetts, which resolution was adopted at a duly called meeting of the said Managers, held on **February 6th, 2017**.

RESOLVED that Commonwealth Mortgage, LLC hereby adopt the following name for use in the State of Arizona for all purposes; and that all activities and business of the company within the State of Arizona shall be carried out under the name:

CommonwealthMortgage.com, LLC

DATED this 6th day of February, 2017:



Michael J. Richards
Manager



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

February 8, 2017

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

COMMONWEALTH MORTGAGE, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **March 6, 2007.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
MICHAEL J. RICHARDS

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **MICHAEL J. RICHARDS**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **MICHAEL J. RICHARDS**

In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.


William Francis Galvin
Secretary of the Commonwealth

Processed By:jbm

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

Please read Instructions L025i

1. **ENTITY TYPE – check only one** to indicate the type of entity applying for registration:

LIMITED LIABILITY COMPANY

PROFESSIONAL LIMITED LIABILITY COMPANY

2. **NAME IN STATE OR COUNTRY OF FORMATION (FOREIGN NAME)** – enter the exact, true name of the foreign LLC:

Commonwealth Mortgage, LLC

3. **NAME TO BE USED IN ARIZONA (ENTITY NAME)** – identify the name the foreign LLC will use in Arizona by checking 3.1 or 3.2 (check only one), and follow instructions:

3.1 **Name in state or country of formation**, with no changes or additions – go to number 4 and continue.

3.2 **Fictitious name** – check this if the foreign LLC's name in its state or country of formation is not available for use in Arizona or if that name does not contain an LLC identifier, and enter the name in number 3.3 below. **NOTE** – a resolution of the company adopting the fictitious name must be attached to and submitted with this form.

3.3 **If you checked 3.2**, enter or print the name to be used in Arizona:

CommonwealthMortgage.com, LLC

4. **PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES** – if professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

5. **FOREIGN DOMICILE** – list the state or country in which the foreign LLC was formed:

Massachusetts

6. **DATE OF FORMATION IN FOREIGN DOMICILE:** 03/06/2007

7. **PURPOSE OR GENERAL CHARACTER OF BUSINESS** – describe or state the purpose of the foreign LLC or the general character of the business it proposes to transact in Arizona:
Making residential mortgage loans as a mortgage lender and all typical activities.

8. STATUTORY AGENT IN ARIZONA:					
8.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			8.2 OPTIONAL - Mailing address in Arizona of statutory agent, if different from street address (can be a P.O. Box):		
InCorp Services, Inc. Statutory Agent Name (required)					
Attention (optional) 2338 W. Royal Palm Rd., Ste. J			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) Phoenix City		AZ State	85021-9339 Zip	Address 2 (optional) City	
				State	Zip
8.3 REQUIRED - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Registration.					

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS - *see Instructions L025i* - give the **physical or street address** (not a P. O. Box) of the foreign LLC required to be maintained in its state of organization, or, if not so required, of the foreign LLC's statutory agent in its state or country of organization:

Michael J. Richards Attention (optional)		
600 West Cummings Park, Suite 2500 Address 1		
Address 2 (optional)		
Woburn City	MA State or Province	01801 Zip
Country	UNITED STATES	

10. OPTIONAL - ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

10.1 Is the Arizona known place of business street address the same as the **street address** of the statutory agent? Yes - go to the next page and continue.
 No - complete number 10.2 and continue.

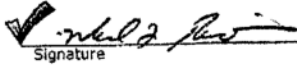
10.2 If you answered "no" to number 10.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country	UNITED STATES	

COMPLETE NUMBER 11 OR NUMBER 12 - NOT BOTH.

11. **MANAGER-MANAGED LLC** - *see Instructions L025i* - check this box if management of the LLC is vested in a manager or managers, and complete and attach the Manager Structure Attachment form L040. *The filing will be rejected if it is submitted without the attachment.*
12. **MEMBER-MANAGED LLC** - *see Instructions L025i* - check this box if management of the LLC is reserved to the members, and complete and attach the Member Structure Attachment form L041. *The filing will be rejected if it is submitted without the attachment.*
13. **SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT


Signature

Michael J. Richards
Printed Name

02/06/2017
Date

REQUIRED - check only one and fill in the corresponding blank if signing for an entity:

<input checked="" type="checkbox"/> I am the Individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named:	<input type="checkbox"/> I am a duly authorized agent for this LLC.
--	---	--

Filing Fee: \$150.00 (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
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If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

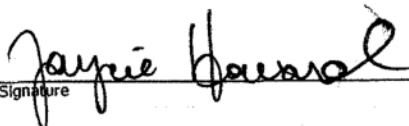
1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):
Commonwealth Mortgage, LLC

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:
InCorp Services, Inc.

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

 Jaycie Howard on behalf of InCorp Services, Inc. 02/06/2017
Signature Printed Name Date

REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
--	--

Filing Fee: none (regular processing)
Expedited processing – not applicable.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

MANAGER STRUCTURE ATTACHMENT

- ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
Commonwealth Mortgage, LLC
- A.C.C. FILE NUMBER** (if known): _____
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>
- MANAGERS / MEMBERS** – give the name and address of each and every **manager** and list all **members who own 20% or more** of the profits or capital of the LLC. **Use one block per person.** Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed - *do not check both member boxes.* If more space is needed, use another Manager Structure Attachment form.

1. Michael J. Richards			2.		
Name 17 Watson Lane			Name		
Address 1			Address 1		
Address 2 (optional) Woburn		MA	01801		Address 2 (optional)
City	State or Province	Zip	City	State or Province	Zip
United States					
Country			Country		
<input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		
3.			4.		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		
5.			6.		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			<input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		

RESOLUTION
OF
Commonwealth Mortgage, LLC
A Massachusetts Limited Liability Company

I, the undersigned Manager, do hereby certify that the following is a true, complete and correct copy of a certain resolution of the Managers of Commonwealth Mortgage, LLC, a limited liability company duly organized and existing under the laws of the State of Massachusetts, which resolution was adopted at a duly called meeting of the said Managers, held on **February 6th, 2017**.

RESOLVED that Commonwealth Mortgage, LLC hereby adopt the following name for use in the State of Arizona for all purposes; and that all activities and business of the company within the State of Arizona shall be carried out under the name:

CommonwealthMortgage.com, LLC

DATED this 6th day of February, 2017:



Michael J. Richards
Manager



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

February 8, 2017

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

COMMONWEALTH MORTGAGE, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **March 6, 2007.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
MICHAEL J. RICHARDS

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **MICHAEL J. RICHARDS**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **MICHAEL J. RICHARDS**



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Processed By:jbm

RECEIVED

FEB 27 2017

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

COVER SHEET

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT
** ORDER COPIES USING A RECORDS REQUEST FORM **

WHAT ARE YOU FILING?

New Entity Change to existing entity Re-submission of rejected filing

ENTITY NAME - give the exact name of the corporation as currently shown in A.C.C. records:

Commonwealth Mortgage, LLC

EXPEDITED PROCESSING?

YES - add \$35 to the filing fee NO - pay only the filing fee

Document filing fees are listed on the bottom of each form or on the fee schedule on our website, <http://ecorp.azcc.gov>, under the FAQs.

PAYMENT:

MOD Account #: _____ Amount to deduct: _____

Cash - do not mail cash. Cash may be used only for in-person submittals.

Checks or money orders - must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. UNACCEPTABLE CHECKS include: no imprinted or preprinted name and address of the account holder; no imprinted or preprinted check number; handwritten or stamped names, addresses, or check numbers; temporary checks (new accounts).

Credit cards - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa, MasterCard, and American Express.

REQUIRED - RETURN DELIVERY OPTION (PLEASE PRINT CLEARLY and select only ONE):

<input checked="" type="checkbox"/> Email	Email address: jaycie.howard@incorp.com		
<input type="checkbox"/> Pick up	Name:	Phone:	
<input type="checkbox"/> Mail	Name:		
	Address:		
	City:	State:	Zip:
	Phone:		

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK)

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK-UP BY: _____ DATE: _____

View current processing times at: www.azcc.gov/Divisions/Corporations/document-processing-times.pdf

Unofficial 20 Document

14
ch.

DRIGGS TITLE AGENCY, INC.

After Recording Return To:
ACADEMY MORTGAGE CORPORATION
1220 EAST 7800 SOUTH
SANDY, UT 84094
ATTN: CLOSING DEPARTMENT

Prepared By:
ANDREA ZARAGOZA
ACADEMY MORTGAGE CORPORATION
1220 EAST 7800 SOUTH
SANDY, UT 84094
(801) 233-3700
140780318 KS ^{2/2}

[Space Above This Line For Recording Data]

DEED OF TRUST

PASIAKOS
Loan #: 2477902
MIN: 100060800024779025
MERS Phone: 1-888-679-6377
PIN: 215-69-308

DEFINITIONS

Words used in multiple sections of this document are defined below and other words are defined in Sections 3, 11, 13, 18, 20 and 21. Certain rules regarding the usage of words used in this document are also provided in Section 16.

(A) "Security Instrument" means this document, which is dated DECEMBER 18, 2014, together with all Riders to this document.

(B) "Borrower" is PETER PASIAKOS AND JOHANNA C PASIAKOS, HUSBAND AND WIFE. Borrower is the trustor under this Security Instrument. Borrower's mailing address is 4755 EAST HEARN ROAD, PHOENIX, AZ 85032.

(C) "Lender" is ACADEMY MORTGAGE CORPORATION. Lender is a UTAH CORPORATION organized and existing under the laws of UTAH. Lender's address is 1220 EAST 7800 SOUTH, SANDY, UT 84094.

(D) "Trustee" is DRIGGS AGENCY TITLE. Trustee's mailing address is 3075 WEST RAY ROAD, CHANDLER, AZ 85226 _____.

(E) "MERS" is Mortgage Electronic Registration Systems, Inc. MERS is a separate corporation that is

ARIZONA - Single Family - Fannie Mae/Freddie Mac UNIFORM INSTRUMENT

311.29

Page 1 of 16

Form 3003 01/01 (rev. 06/02)



2477902-9282-1-16

2477902

acting solely as a nominee for Lender and Lender's successors and assigns. **MERS is the beneficiary under this Security Instrument.** MERS is organized and existing under the laws of Delaware, and has an address and telephone number of P.O. Box 2026, Flint, MI 48501-2026, tel. (888) 679-MERS.

(F) "**Note**" means the promissory note signed by Borrower and dated **DECEMBER 18, 2014**. The Note states that Borrower owes Lender **THREE HUNDRED TWENTY-FOUR THOUSAND AND 00/100 Dollars** (U.S. \$324,000.00) plus interest. Borrower has promised to pay this debt in regular Periodic Payments and to pay the debt in full not later than **JANUARY 1, 2045**.

(G) "**Property**" means the property that is described below under the heading "Transfer of Rights in the Property."

(H) "**Loan**" means the debt evidenced by the Note, plus interest, any prepayment charges and late charges due under the Note, and all sums due under this Security Instrument, plus interest.

(I) "**Riders**" means all Riders to this Security Instrument that are executed by Borrower. The following Riders are to be executed by Borrower [check box as applicable]:

- | | | |
|--|---|---|
| <input type="checkbox"/> Adjustable Rate Rider | <input type="checkbox"/> Condominium Rider | <input type="checkbox"/> Second Home Rider |
| <input type="checkbox"/> Balloon Rider | <input type="checkbox"/> Planned Unit Development Rider | <input type="checkbox"/> Biweekly Payment Rider |
| <input type="checkbox"/> 1-4 Family Rider | <input type="checkbox"/> Other(s) [specify] | |

(J) "**Applicable Law**" means all controlling applicable federal, state and local statutes, regulations, ordinances and administrative rules and orders (that have the effect of law) as well as all applicable final, non-appealable judicial opinions.

(K) "**Community Association Dues, Fees, and Assessments**" means all dues, fees, assessments and other charges that are imposed on Borrower or the Property by a condominium association, homeowners association or similar organization.

(L) "**Electronic Funds Transfer**" means any transaction, other than a transaction originated by check, draft, or similar paper instrument, which is initiated through an electronic terminal, telephonic instrument, computer, or magnetic tape so as to order, instruct, or authorize a financial institution to debit or credit an account. Such term includes, but is not limited to, point-of-sale transfers, automated teller machine transactions, transfers initiated by telephone, wire transfers, and automated clearinghouse transfers.

(M) "**Escrow Items**" means those items that are described in Section 3.

(N) "**Miscellaneous Proceeds**" means any compensation, settlement, award of damages, or proceeds paid by any third party (other than insurance proceeds paid under the coverages described in Section 5) for: (i) damage to, or destruction of, the Property; (ii) condemnation or other taking of all or any part of the Property; (iii) conveyance in lieu of condemnation; or (iv) misrepresentations of, or omissions as to, the value and/or condition of the Property.

(O) "**Mortgage Insurance**" means insurance protecting Lender against the nonpayment of, or default on, the Loan.

(P) "**Periodic Payment**" means the regularly scheduled amount due for (i) principal and interest under the Note, plus (ii) any amounts under Section 3 of this Security Instrument.

(Q) "**RESPA**" means the Real Estate Settlement Procedures Act (12 U.S.C. §2601 et seq.) and its implementing regulation, Regulation X (12 C.F.R. Part 1024), as they might be amended from time to time, or any additional or successor legislation or regulation that governs the same subject matter. As used in this Security Instrument, "RESPA" refers to all requirements and restrictions that are imposed in regard to a

ARIZONA - Single Family - Fannie Mae/Freddie Mac UNIFORM INSTRUMENT

311.29

Page 2 of 16

Form 3003 01/01 (rev. 06/02)



2477902-9282-2-16

2477902

"federally related mortgage loan" even if the Loan does not qualify as a "federally related mortgage loan" under RESPA.

(R) "Successor in Interest of Borrower" means any party that has taken title to the Property, whether or not that party has assumed Borrower's obligations under the Note and/or this Security Instrument.

TRANSFER OF RIGHTS IN THE PROPERTY

The beneficiary of this Security Instrument is MERS (solely as nominee for Lender and Lender's successors and assigns) and the successors and assigns of MERS. This Security Instrument secures to Lender: (i) the repayment of the Loan, and all renewals, extensions and modifications of the Note; and (ii) the performance of Borrower's covenants and agreements under this Security Instrument and the Note. For this purpose, Borrower irrevocably grants and conveys to Trustee, in trust, with power of sale, the following described property located in the COUNTY of MARICOPA:

LOT 45, TAPESTRY, ACCORDING TO BOOK 338 OF MAPS, PAGE 31 AND AFFIDAVIT, OF CORRECTION

RECORDED AS 90-220717, OF OFFICIAL RECORDS OF MARICOPA COUNTY, ARIZONA.

which currently has the address of **4755 EAST HEARN ROAD, PHOENIX, Arizona 85032** ("Property Address");

TOGETHER WITH all the improvements now or hereafter erected on the property, and all easements, appurtenances, and fixtures now or hereafter a part of the property. All replacements and additions shall also be covered by this Security Instrument. All of the foregoing is referred to in this Security Instrument as the "Property." Borrower understands and agrees that MERS holds only legal title to the interests granted by Borrower in this Security Instrument, but, if necessary to comply with law or custom, MERS (as nominee for Lender and Lender's successors and assigns) has the right; to exercise any or all of those interests, including, but not limited to, the right to foreclose and sell the Property; and to take any action required of Lender including, but not limited to, releasing and canceling this Security Instrument.

BORROWER COVENANTS that Borrower is lawfully seised of the estate hereby conveyed and has the right to grant and convey the Property and that the Property is unencumbered, except for encumbrances of record. Borrower warrants and will defend generally the title to the Property against all claims and demands, subject to any encumbrances of record.

THIS SECURITY INSTRUMENT combines uniform covenants for national use and non-uniform covenants with limited variations by jurisdiction to constitute a uniform security instrument covering real property.

UNIFORM COVENANTS. Borrower and Lender covenant and agree as follows:

1. Payment of Principal, Interest, Escrow Items, Prepayment Charges, and Late Charges.

Borrower shall pay when due the principal of, and interest on, the debt evidenced by the Note and any prepayment charges and late charges due under the Note. Borrower shall also pay funds for Escrow Items pursuant to Section 3. Payments due under the Note and this Security Instrument shall be made in U.S. currency. However, if any check or other instrument received by Lender as payment under the Note or this

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Security Instrument is returned to Lender unpaid, Lender may require that any or all subsequent payments due under the Note and this Security Instrument be made in one or more of the following forms, as selected by Lender: (a) cash; (b) money order; (c) certified check, bank check, treasurer's check or cashier's check, provided any such check is drawn upon an institution whose deposits are insured by a federal agency, instrumentality, or entity; or (d) Electronic Funds Transfer.

Payments are deemed received by Lender when received at the location designated in the Note or at such other location as may be designated by Lender in accordance with the notice provisions in Section 15. Lender may return any payment or partial payment if the payment or partial payments are insufficient to bring the Loan current. Lender may accept any payment or partial payment insufficient to bring the Loan current, without waiver of any rights hereunder or prejudice to its rights to refuse such payment or partial payments in the future, but Lender is not obligated to apply such payments at the time such payments are accepted. If each Periodic Payment is applied as of its scheduled due date, then Lender need not pay interest on unapplied funds. Lender may hold such unapplied funds until Borrower makes payment to bring the Loan current. If Borrower does not do so within a reasonable period of time, Lender shall either apply such funds or return them to Borrower. If not applied earlier, such funds will be applied to the outstanding principal balance under the Note immediately prior to foreclosure. No offset or claim which Borrower might have now or in the future against Lender shall relieve Borrower from making payments due under the Note and this Security Instrument or performing the covenants and agreements secured by this Security Instrument.

2. Application of Payments or Proceeds. Except as otherwise described in this Section 2, all payments accepted and applied by Lender shall be applied in the following order of priority: (a) interest due under the Note; (b) principal due under the Note; (c) amounts due under Section 3. Such payments shall be applied to each Periodic Payment in the order in which it became due. Any remaining amounts shall be applied first to late charges, second to any other amounts due under this Security Instrument, and then to reduce the principal balance of the Note.

If Lender receives a payment from Borrower^{Unofficial Document} for a delinquent Periodic Payment which includes a sufficient amount to pay any late charge due, the payment may be applied to the delinquent payment and the late charge. If more than one Periodic Payment is outstanding, Lender may apply any payment received from Borrower to the repayment of the Periodic Payments if, and to the extent that, each payment can be paid in full. To the extent that any excess exists after the payment is applied to the full payment of one or more Periodic Payments, such excess may be applied to any late charges due. Voluntary prepayments shall be applied first to any prepayment charges and then as described in the Note.

Any application of payments, insurance proceeds, or Miscellaneous Proceeds to principal due under the Note shall not extend or postpone the due date, or change the amount, of the Periodic Payments.

3. Funds for Escrow Items. Borrower shall pay to Lender on the day Periodic Payments are due under the Note, until the Note is paid in full, a sum (the "Funds") to provide for payment of amounts due for: (a) taxes and assessments and other items which can attain priority over this Security Instrument as a lien or encumbrance on the Property; (b) leasehold payments or ground rents on the Property, if any; (c) premiums for any and all insurance required by Lender under Section 5; and (d) Mortgage Insurance premiums, if any, or any sums payable by Borrower to Lender in lieu of the payment of Mortgage Insurance premiums in accordance with the provisions of Section 10. These items are called "Escrow Items." At origination or at any time during the term of the Loan, Lender may require that Community Association Dues, Fees, and Assessments, if any, be escrowed by Borrower, and such dues, fees and assessments shall be an Escrow Item. Borrower shall promptly furnish to Lender all notices of amounts to be paid under this Section. Borrower

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shall pay Lender the Funds for Escrow Items unless Lender waives Borrower's obligation to pay the Funds for any or all Escrow Items. Lender may waive Borrower's obligation to pay to Lender Funds for any or all Escrow Items at any time. Any such waiver may only be in writing. In the event of such waiver, Borrower shall pay directly, when and where payable, the amounts due for any Escrow Items for which payment of Funds has been waived by Lender and, if Lender requires, shall furnish to Lender receipts evidencing such payment within such time period as Lender may require. Borrower's obligation to make such payments and to provide receipts shall for all purposes be deemed to be a covenant and agreement contained in this Security Instrument, as the phrase "covenant and agreement" is used in Section 9. If Borrower is obligated to pay Escrow Items directly, pursuant to a waiver, and Borrower fails to pay the amount due for an Escrow Item, Lender may exercise its rights under Section 9 and pay such amount and Borrower shall then be obligated under Section 9 to repay to Lender any such amount. Lender may revoke the waiver as to any or all Escrow Items at any time by a notice given in accordance with Section 15 and, upon such revocation, Borrower shall pay to Lender all Funds, and in such amounts, that are then required under this Section 3.

Lender may, at any time, collect and hold Funds in an amount (a) sufficient to permit Lender to apply the Funds at the time specified under RESPA, and (b) not to exceed the maximum amount a lender can require under RESPA. Lender shall estimate the amount of Funds due on the basis of current data and reasonable estimates of expenditures of future Escrow Items or otherwise in accordance with Applicable Law.

The Funds shall be held in an institution whose deposits are insured by a federal agency, instrumentality, or entity (including Lender, if Lender is an institution whose deposits are so insured) or in any Federal Home Loan Bank. Lender shall apply the Funds to pay the Escrow Items no later than the time specified under RESPA. Lender shall not charge Borrower for holding and applying the Funds, annually analyzing the escrow account, or verifying the Escrow Items, unless Lender pays Borrower interest on the Funds and Applicable Law permits Lender to make such a charge. Unless an agreement is made in writing or Applicable Law requires interest to be paid on the Funds, Lender shall not be required to pay Borrower any interest or earnings on the Funds. Borrower and Lender can agree in writing, however, that interest shall be paid on the Funds. Lender shall give to Borrower, without charge, an annual accounting of the Funds as required by RESPA.

If there is a surplus of Funds held in escrow, as defined under RESPA, Lender shall account to Borrower for the excess funds in accordance with RESPA. If there is a shortage of Funds held in escrow, as defined under RESPA, Lender shall notify Borrower as required by RESPA, and Borrower shall pay to Lender the amount necessary to make up the shortage in accordance with RESPA, but in no more than 12 monthly payments. If there is a deficiency of Funds held in escrow, as defined under RESPA, Lender shall notify Borrower as required by RESPA, and Borrower shall pay to Lender the amount necessary to make up the deficiency in accordance with RESPA, but in no more than 12 monthly payments.

Upon payment in full of all sums secured by this Security Instrument, Lender shall promptly refund to Borrower any Funds held by Lender.

4. Charges; Liens. Borrower shall pay all taxes, assessments, charges, fines, and impositions attributable to the Property which can attain priority over this Security Instrument, leasehold payments or ground rents on the Property, if any, and Community Association Dues, Fees, and Assessments, if any. To the extent that these items are Escrow Items, Borrower shall pay them in the manner provided in Section 3.

Borrower shall promptly discharge any lien which has priority over this Security Instrument unless Borrower: (a) agrees in writing to the payment of the obligation secured by the lien in a manner acceptable to

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Lender, but only so long as Borrower is performing such agreement; (b) contests the lien in good faith by, or defends against enforcement of the lien in, legal proceedings which in Lender's opinion operate to prevent the enforcement of the lien while those proceedings are pending, but only until such proceedings are concluded; or (c) secures from the holder of the lien an agreement satisfactory to Lender subordinating the lien to this Security Instrument. If Lender determines that any part of the Property is subject to a lien which can attain priority over this Security Instrument, Lender may give Borrower a notice identifying the lien. Within 10 days of the date on which that notice is given, Borrower shall satisfy the lien or take one or more of the actions set forth above in this Section 4.

Lender may require Borrower to pay a one-time charge for a real estate tax verification and/or reporting service used by Lender in connection with this Loan.

5. Property Insurance. Borrower shall keep the improvements now existing or hereafter erected on the Property insured against loss by fire, hazards included within the term "extended coverage," and any other hazards including, but not limited to, earthquakes and floods, for which Lender requires insurance. This insurance shall be maintained in the amounts (including deductible levels) and for the periods that Lender requires. What Lender requires pursuant to the preceding sentences can change during the term of the Loan. The insurance carrier providing the insurance shall be chosen by Borrower subject to Lender's right to disapprove Borrower's choice, which right shall not be exercised unreasonably. Lender may require Borrower to pay, in connection with this Loan, either: (a) a one-time charge for flood zone determination, certification and tracking services; or (b) a one-time charge for flood zone determination and certification services and subsequent charges each time remappings or similar changes occur which reasonably might affect such determination or certification. Borrower shall also be responsible for the payment of any fees imposed by the Federal Emergency Management Agency in connection with the review of any flood zone determination resulting from an objection by Borrower.

If Borrower fails to maintain any of the coverages described above, Lender may obtain insurance coverage, at Lender's option and Borrower's expense. ^{Unofficial Document} Lender is under no obligation to purchase any particular type or amount of coverage. Therefore, such coverage shall cover Lender, but might or might not protect Borrower, Borrower's equity in the Property, or the contents of the Property, against any risk, hazard or liability and might provide greater or lesser coverage than was previously in effect. Borrower acknowledges that the cost of the insurance coverage so obtained might significantly exceed the cost of insurance that Borrower could have obtained. Any amounts disbursed by Lender under this Section 5 shall become additional debt of Borrower secured by this Security Instrument. These amounts shall bear interest at the Note rate from the date of disbursement and shall be payable, with such interest, upon notice from Lender to Borrower requesting payment.

All insurance policies required by Lender and renewals of such policies shall be subject to Lender's right to disapprove such policies, shall include a standard mortgage clause, and shall name Lender as mortgagee and/or as an additional loss payee. Lender shall have the right to hold the policies and renewal certificates. If Lender requires, Borrower shall promptly give to Lender all receipts of paid premiums and renewal notices. If Borrower obtains any form of insurance coverage, not otherwise required by Lender, for damage to, or destruction of, the Property, such policy shall include a standard mortgage clause and shall name Lender as mortgagee and/or as an additional loss payee.

In the event of loss, Borrower shall give prompt notice to the insurance carrier and Lender. Lender may make proof of loss if not made promptly by Borrower. Unless Lender and Borrower otherwise agree in writing, any insurance proceeds, whether or not the underlying insurance was required by Lender, shall be

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applied to restoration or repair of the Property, if the restoration or repair is economically feasible and Lender's security is not lessened. During such repair and restoration period, Lender shall have the right to hold such insurance proceeds until Lender has had an opportunity to inspect such Property to ensure the work has been completed to Lender's satisfaction, provided that such inspection shall be undertaken promptly. Lender may disburse proceeds for the repairs and restoration in a single payment or in a series of progress payments as the work is completed. Unless an agreement is made in writing or Applicable Law requires interest to be paid on such insurance proceeds, Lender shall not be required to pay Borrower any interest or earnings on such proceeds. Fees for public adjusters, or other third parties, retained by Borrower shall not be paid out of the insurance proceeds and shall be the sole obligation of Borrower. If the restoration or repair is not economically feasible or Lender's security would be lessened, the insurance proceeds shall be applied to the sums secured by this Security Instrument, whether or not then due, with the excess, if any, paid to Borrower. Such insurance proceeds shall be applied in the order provided for in Section 2.

If Borrower abandons the Property, Lender may file, negotiate and settle any available insurance claim and related matters. If Borrower does not respond within 30 days to a notice from Lender that the insurance carrier has offered to settle a claim, then Lender may negotiate and settle the claim. The 30-day period will begin when the notice is given. In either event, or if Lender acquires the Property under Section 22 or otherwise, Borrower hereby assigns to Lender (a) Borrower's rights to any insurance proceeds in an amount not to exceed the amounts unpaid under the Note or this Security Instrument, and (b) any other of Borrower's rights (other than the right to any refund of unearned premiums paid by Borrower) under all insurance policies covering the Property, insofar as such rights are applicable to the coverage of the Property. Lender may use the insurance proceeds either to repair or restore the Property or to pay amounts unpaid under the Note or this Security Instrument, whether or not then due.

6. Occupancy. Borrower shall occupy, establish, and use the Property as Borrower's principal residence within 60 days after the execution of this Security Instrument and shall continue to occupy the Property as Borrower's principal residence for at least ^{Unofficial Document} one year after the date of occupancy, unless Lender otherwise agrees in writing, which consent shall not be unreasonably withheld, or unless extenuating circumstances exist which are beyond Borrower's control.

7. Preservation, Maintenance and Protection of the Property; Inspections. Borrower shall not destroy, damage or impair the Property, allow the Property to deteriorate or commit waste on the Property. Whether or not Borrower is residing in the Property, Borrower shall maintain the Property in order to prevent the Property from deteriorating or decreasing in value due to its condition. Unless it is determined pursuant to Section 5 that repair or restoration is not economically feasible, Borrower shall promptly repair the Property if damaged to avoid further deterioration or damage. If insurance or condemnation proceeds are paid in connection with damage to, or the taking of, the Property, Borrower shall be responsible for repairing or restoring the Property only if Lender has released proceeds for such purposes. Lender may disburse proceeds for the repairs and restoration in a single payment or in a series of progress payments as the work is completed. If the insurance or condemnation proceeds are not sufficient to repair or restore the Property, Borrower is not relieved of Borrower's obligation for the completion of such repair or restoration.

Lender or its agent may make reasonable entries upon and inspections of the Property. If it has reasonable cause, Lender may inspect the interior of the improvements on the Property. Lender shall give Borrower notice at the time of or prior to such an interior inspection specifying such reasonable cause.

8. Borrower's Loan Application. Borrower shall be in default if, during the Loan application process, Borrower or any persons or entities acting at the direction of Borrower or with Borrower's

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knowledge or consent gave materially false, misleading, or inaccurate information or statements to Lender (or failed to provide Lender with material information) in connection with the Loan. Material representations include, but are not limited to, representations concerning Borrower's occupancy of the Property as Borrower's principal residence.

9. Protection of Lender's Interest in the Property and Rights Under this Security Instrument.

If (a) Borrower fails to perform the covenants and agreements contained in this Security Instrument, (b) there is a legal proceeding that might significantly affect Lender's interest in the Property and/or rights under this Security Instrument (such as a proceeding in bankruptcy, probate, for condemnation or forfeiture, for enforcement of a lien which may attain priority over this Security Instrument or to enforce laws or regulations), or (c) Borrower has abandoned the Property, then Lender may do and pay for whatever is reasonable or appropriate to protect Lender's interest in the Property and rights under this Security Instrument, including protecting and/or assessing the value of the Property, and securing and/or repairing the Property. Lender's actions can include, but are not limited to: (a) paying any sums secured by a lien which has priority over this Security Instrument; (b) appearing in court; and (c) paying reasonable attorneys fees to protect its interest in the Property and/or rights under this Security Instrument, including its secured position in a bankruptcy proceeding. Securing the Property includes, but is not limited to, entering the Property to make repairs, change locks, replace or board up doors and windows, drain water from pipes, eliminate building or other code violations or dangerous conditions, and have utilities turned on or off. Although Lender may take action under this Section 9, Lender does not have to do so and is not under any duty or obligation to do so. It is agreed that Lender incurs no liability for not taking any or all actions authorized under this Section 9.

Any amounts disbursed by Lender under this Section 9 shall become additional debt of Borrower secured by this Security Instrument. These amounts shall bear interest at the Note rate from the date of disbursement and shall be payable, with such interest, upon notice from Lender to Borrower requesting payment.

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If this Security Instrument is on a leasehold, Borrower shall comply with all the provisions of the lease. Borrower shall not surrender the leasehold estate and interests herein conveyed or terminate or cancel the ground lease. Borrower shall not, without the express written consent of Lender, alter or amend the ground lease. If Borrower acquires fee title to the Property, the leasehold and the fee title shall not merge unless Lender agrees to the merger in writing.

10. Mortgage Insurance. If Lender required Mortgage Insurance as a condition of making the Loan, Borrower shall pay the premiums required to maintain the Mortgage Insurance in effect. If, for any reason, the Mortgage Insurance coverage required by Lender ceases to be available from the mortgage insurer that previously provided such insurance and Borrower was required to make separately designated payments toward the premiums for Mortgage Insurance, Borrower shall pay the premiums required to obtain coverage substantially equivalent to the Mortgage Insurance previously in effect, at a cost substantially equivalent to the cost to Borrower of the Mortgage Insurance previously in effect, from an alternate mortgage insurer selected by Lender. If substantially equivalent Mortgage Insurance coverage is not available, Borrower shall continue to pay to Lender the amount of the separately designated payments that were due when the insurance coverage ceased to be in effect. Lender will accept, use and retain these payments as a non-refundable loss reserve in lieu of Mortgage Insurance. Such loss reserve shall be non-refundable, notwithstanding the fact that the Loan is ultimately paid in full, and Lender shall not be required to pay Borrower any interest or earnings on such loss reserve. Lender can no longer require loss reserve payments if

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Mortgage Insurance coverage (in the amount and for the period that Lender requires) provided by an insurer selected by Lender again becomes available, is obtained, and Lender requires separately designated payments toward the premiums for Mortgage Insurance. If Lender required Mortgage Insurance as a condition of making the Loan and Borrower was required to make separately designated payments toward the premiums for Mortgage Insurance, Borrower shall pay the premiums required to maintain Mortgage Insurance in effect, or to provide a non-refundable loss reserve, until Lender's requirement for Mortgage Insurance ends in accordance with any written agreement between Borrower and Lender providing for such termination or until termination is required by Applicable Law. Nothing in this Section 10 affects Borrower's obligation to pay interest at the rate provided in the Note.

Mortgage Insurance reimburses Lender (or any entity that purchases the Note) for certain losses it may incur if Borrower does not repay the Loan as agreed. Borrower is not a party to the Mortgage Insurance.

Mortgage insurers evaluate their total risk on all such insurance in force from time to time, and may enter into agreements with other parties that share or modify their risk, or reduce losses. These agreements are on terms and conditions that are satisfactory to the mortgage insurer and the other party (or parties) to these agreements. These agreements may require the mortgage insurer to make payments using any source of funds that the mortgage insurer may have available (which may include funds obtained from Mortgage Insurance premiums).

As a result of these agreements, Lender, any purchaser of the Note, another insurer, any reinsurer, any other entity, or any affiliate of any of the foregoing, may receive (directly or indirectly) amounts that derive from (or might be characterized as) a portion of Borrower's payments for Mortgage Insurance, in exchange for sharing or modifying the mortgage insurer's risk, or reducing losses. If such agreement provides that an affiliate of Lender takes a share of the insurer's risk in exchange for a share of the premiums paid to the insurer, the arrangement is often termed "captive reinsurance." Further:

(a) Any such agreements will not affect the amounts that Borrower has agreed to pay for Mortgage Insurance, or any other terms of the Loan. Such agreements will not increase the amount Borrower will owe for Mortgage Insurance, and they will not entitle Borrower to any refund.

(b) Any such agreements will not affect the rights Borrower has - if any - with respect to the Mortgage Insurance under the Homeowners Protection Act of 1998 or any other law. These rights may include the right to receive certain disclosures, to request and obtain cancellation of the Mortgage Insurance, to have the Mortgage Insurance terminated automatically, and/or to receive a refund of any Mortgage Insurance premiums that were unearned at the time of such cancellation or termination.

11. Assignment of Miscellaneous Proceeds; Forfeiture. All Miscellaneous Proceeds are hereby assigned to and shall be paid to Lender.

If the Property is damaged, such Miscellaneous Proceeds shall be applied to restoration or repair of the Property, if the restoration or repair is economically feasible and Lender's security is not lessened. During such repair and restoration period, Lender shall have the right to hold such Miscellaneous Proceeds until Lender has had an opportunity to inspect such Property to ensure the work has been completed to Lender's satisfaction, provided that such inspection shall be undertaken promptly. Lender may pay for the repairs and restoration in a single disbursement or in a series of progress payments as the work is completed. Unless an agreement is made in writing or Applicable Law requires interest to be paid on such Miscellaneous Proceeds, Lender shall not be required to pay Borrower any interest or earnings on such Miscellaneous Proceeds. If the restoration or repair is not economically feasible or Lender's security would be lessened, the Miscellaneous Proceeds shall be applied to the sums secured by this Security Instrument, whether or not then due, with the

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excess, if any, paid to Borrower. Such Miscellaneous Proceeds shall be applied in the order provided for in Section 2.

In the event of a total taking, destruction, or loss in value of the Property, the Miscellaneous Proceeds shall be applied to the sums secured by this Security Instrument, whether or not then due, with the excess, if any, paid to Borrower.

In the event of a partial taking, destruction, or loss in value of the Property in which the fair market value of the Property immediately before the partial taking, destruction, or loss in value is equal to or greater than the amount of the sums secured by this Security Instrument immediately before the partial taking, destruction, or loss in value, unless Borrower and Lender otherwise agree in writing, the sums secured by this Security Instrument shall be reduced by the amount of the Miscellaneous Proceeds multiplied by the following fraction: (a) the total amount of the sums secured immediately before the partial taking, destruction, or loss in value divided by (b) the fair market value of the Property immediately before the partial taking, destruction, or loss in value. Any balance shall be paid to Borrower.

In the event of a partial taking, destruction, or loss in value of the Property in which the fair market value of the Property immediately before the partial taking, destruction, or loss in value is less than the amount of the sums secured immediately before the partial taking, destruction, or loss in value, unless Borrower and Lender otherwise agree in writing, the Miscellaneous Proceeds shall be applied to the sums secured by this Security Instrument whether or not the sums are then due.

If the Property is abandoned by Borrower, or if, after notice by Lender to Borrower that the Opposing Party (as defined in the next sentence) offers to make an award to settle a claim for damages, Borrower fails to respond to Lender within 30 days after the date the notice is given, Lender is authorized to collect and apply the Miscellaneous Proceeds either to restoration or repair of the Property or to the sums secured by this Security Instrument, whether or not then due. "Opposing Party" means the third party that owes Borrower Miscellaneous Proceeds or the party Unofficial Document whom Borrower has a right of action in regard to Miscellaneous Proceeds.

Borrower shall be in default if any action or proceeding, whether civil or criminal, is begun that, in Lender's judgment, could result in forfeiture of the Property or other material impairment of Lender's interest in the Property or rights under this Security Instrument. Borrower can cure such a default and, if acceleration has occurred, reinstate as provided in Section 19, by causing the action or proceeding to be dismissed with a ruling that, in Lender's judgment, precludes forfeiture of the Property or other material impairment of Lender's interest in the Property or rights under this Security Instrument. The proceeds of any award or claim for damages that are attributable to the impairment of Lender's interest in the Property are hereby assigned and shall be paid to Lender.

All Miscellaneous Proceeds that are not applied to restoration or repair of the Property shall be applied in the order provided for in Section 2.

12. Borrower Not Released; Forbearance By Lender Not a Waiver. Extension of the time for payment or modification of amortization of the sums secured by this Security Instrument granted by Lender to Borrower or any Successor in Interest of Borrower shall not operate to release the liability of Borrower or any Successors in Interest of Borrower. Lender shall not be required to commence proceedings against any Successor in Interest of Borrower or to refuse to extend time for payment or otherwise modify amortization of the sums secured by this Security Instrument by reason of any demand made by the original Borrower or any Successors in Interest of Borrower. Any forbearance by Lender in exercising any right or remedy including, without limitation, Lender's acceptance of payments from third persons, entities or Successors in

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Interest of Borrower or in amounts less than the amount then due, shall not be a waiver of or preclude the exercise of any right or remedy.

13. Joint and Several Liability; Co-signers; Successors and Assigns Bound. Borrower covenants and agrees that Borrower's obligations and liability shall be joint and several. However, any Borrower who co-signs this Security Instrument but does not execute the Note (a "co-signer"): (a) is co-signing this Security Instrument only to mortgage, grant and convey the co-signer's interest in the Property under the terms of this Security Instrument; (b) is not personally obligated to pay the sums secured by this Security Instrument; and (c) agrees that Lender and any other Borrower can agree to extend, modify, forbear or make any accommodations with regard to the terms of this Security Instrument or the Note without the co-signer's consent.

Subject to the provisions of Section 18, any Successor in Interest of Borrower who assumes Borrower's obligations under this Security Instrument in writing, and is approved by Lender, shall obtain all of Borrower's rights and benefits under this Security Instrument. Borrower shall not be released from Borrower's obligations and liability under this Security Instrument unless Lender agrees to such release in writing. The covenants and agreements of this Security Instrument shall bind (except as provided in Section 20) and benefit the successors and assigns of Lender.

14. Loan Charges. Lender may charge Borrower fees for services performed in connection with Borrower's default, for the purpose of protecting Lender's interest in the Property and rights under this Security Instrument, including, but not limited to, attorneys' fees, property inspection and valuation fees. In regard to any other fees, the absence of express authority in this Security Instrument to charge a specific fee to Borrower shall not be construed as a prohibition on the charging of such fee. Lender may not charge fees that are expressly prohibited by this Security Instrument or by Applicable Law.

If the Loan is subject to a law which sets maximum loan charges, and that law is finally interpreted so that the interest or other loan charges collected ^{Unofficial Document} or to be collected in connection with the Loan exceed the permitted limits, then: (a) any such loan charge shall be reduced by the amount necessary to reduce the charge to the permitted limit; and (b) any sums already collected from Borrower which exceeded permitted limits will be refunded to Borrower. Lender may choose to make this refund by reducing the principal owed under the Note or by making a direct payment to Borrower. If a refund reduces principal, the reduction will be treated as a partial prepayment without any prepayment charge (whether or not a prepayment charge is provided for under the Note). Borrower's acceptance of any such refund made by direct payment to Borrower will constitute a waiver of any right of action Borrower might have arising out of such overcharge.

15. Notices. All notices given by Borrower or Lender in connection with this Security Instrument must be in writing. Any notice to Borrower in connection with this Security Instrument shall be deemed to have been given to Borrower when mailed by first class mail or when actually delivered to Borrower's notice address if sent by other means. Notice to any one Borrower shall constitute notice to all Borrowers unless Applicable Law expressly requires otherwise. The notice address shall be the Property Address unless Borrower has designated a substitute notice address by notice to Lender. Borrower shall promptly notify Lender of Borrower's change of address. If Lender specifies a procedure for reporting Borrower's change of address, then Borrower shall only report a change of address through that specified procedure. There may be only one designated notice address under this Security Instrument at any one time. Any notice to Lender shall be given by delivering it or by mailing it by first class mail to Lender's address stated herein unless Lender has designated another address by notice to Borrower. Any notice in connection with this Security Instrument shall not be deemed to have been given to Lender until actually received by Lender. If any notice required by

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this Security Instrument is also required under Applicable Law, the Applicable Law requirement will satisfy the corresponding requirement under this Security Instrument.

16. Governing Law; Severability; Rules of Construction. This Security Instrument shall be governed by federal law and the law of the jurisdiction in which the Property is located. All rights and obligations contained in this Security Instrument are subject to any requirements and limitations of Applicable Law. Applicable Law might explicitly or implicitly allow the parties to agree by contract or it might be silent, but such silence shall not be construed as a prohibition against agreement by contract. In the event that any provision or clause of this Security Instrument or the Note conflicts with Applicable Law, such conflict shall not affect other provisions of this Security Instrument or the Note which can be given effect without the conflicting provision.

As used in this Security Instrument: (a) words of the masculine gender shall mean and include corresponding neuter words or words of the feminine gender; (b) words in the singular shall mean and include the plural and vice versa; and (c) the word "may" gives sole discretion without any obligation to take any action.

17. Borrower's Copy. Borrower shall be given one copy of the Note and of this Security Instrument.

18. Transfer of the Property or a Beneficial Interest in Borrower. As used in this Section 18, "Interest in the Property" means any legal or beneficial interest in the Property, including, but not limited to, those beneficial interests transferred in a bond for deed, contract for deed, installment sales contract or escrow agreement, the intent of which is the transfer of title by Borrower at a future date to a purchaser.

If all or any part of the Property or any Interest in the Property is sold or transferred (or if Borrower is not a natural person and a beneficial interest in Borrower is sold or transferred) without Lender's prior written consent, Lender may require immediate payment in full of all sums secured by this Security Instrument. However, this option shall not be ^{Unofficial Document} by Lender if such exercise is prohibited by Applicable Law.

If Lender exercises this option, Lender shall give Borrower notice of acceleration. The notice shall provide a period of not less than 30 days from the date the notice is given in accordance with Section 15 within which Borrower must pay all sums secured by this Security Instrument. If Borrower fails to pay these sums prior to the expiration of this period, Lender may invoke any remedies permitted by this Security Instrument without further notice or demand on Borrower.

19. Borrower's Right to Reinstate After Acceleration. If Borrower meets certain conditions, Borrower shall have the right to have enforcement of this Security Instrument discontinued at any time prior to the earliest of: (a) five days before sale of the Property pursuant to any power of sale contained in this Security Instrument; (b) such other period as Applicable Law might specify for the termination of Borrower's right to reinstate; or (c) entry of a judgment enforcing this Security Instrument. Those conditions are that Borrower: (a) pays Lender all sums which then would be due under this Security Instrument and the Note as if no acceleration had occurred; (b) cures any default of any other covenants or agreements; (c) pays all expenses incurred in enforcing this Security Instrument, including, but not limited to, reasonable attorneys' fees, property inspection and valuation fees, and other fees incurred for the purpose of protecting Lender's interest in the Property and rights under this Security Instrument; and (d) takes such action as Lender may reasonably require to assure that Lender's interest in the Property and rights under this Security Instrument, and Borrower's obligation to pay the sums secured by this Security Instrument, shall continue unchanged. Lender may require that Borrower pay such reinstatement sums and expenses in one or more of the following

ARIZONA - Single Family - Fannie Mae/Freddie Mac UNIFORM INSTRUMENT

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forms, as selected by Lender: (a) cash; (b) money order; (c) certified check, bank check, treasurer's check or cashier's check, provided any such check is drawn upon an institution whose deposits are insured by a federal agency, instrumentality or entity; or (d) Electronic Funds Transfer. Upon reinstatement by Borrower, this Security Instrument and obligations secured hereby shall remain fully effective as if no acceleration had occurred. However, this right to reinstate shall not apply in the case of acceleration under Section 18.

20. Sale of Note; Change of Loan Servicer; Notice of Grievance. The Note or a partial interest in the Note (together with this Security Instrument) can be sold one or more times without prior notice to Borrower. A sale might result in a change in the entity (known as the "Loan Servicer") that collects Periodic Payments due under the Note and this Security Instrument and performs other mortgage loan servicing obligations under the Note, this Security Instrument, and Applicable Law. There also might be one or more changes of the Loan Servicer unrelated to a sale of the Note. If there is a change of the Loan Servicer, Borrower will be given written notice of the change which will state the name and address of the new Loan Servicer, the address to which payments should be made and any other information RESPA requires in connection with a notice of transfer of servicing. If the Note is sold and thereafter the Loan is serviced by a Loan Servicer other than the purchaser of the Note, the mortgage loan servicing obligations to Borrower will remain with the Loan Servicer or be transferred to a successor Loan Servicer and are not assumed by the Note purchaser unless otherwise provided by the Note purchaser.

Neither Borrower nor Lender may commence, join, or be joined to any judicial action (as either an individual litigant or the member of a class) that arises from the other party's actions pursuant to this Security Instrument or that alleges that the other party has breached any provision of, or any duty owed by reason of, this Security Instrument, until such Borrower or Lender has notified the other party (with such notice given in compliance with the requirements of Section 15) of such alleged breach and afforded the other party hereto a reasonable period after the giving of such notice to take corrective action. If Applicable Law provides a time period which must elapse before certain action can be taken, that time period will be deemed to be reasonable for purposes of this paragraph. The ^{Unofficial Document} notice of acceleration and opportunity to cure given to Borrower pursuant to Section 22 and the notice of acceleration given to Borrower pursuant to Section 18 shall be deemed to satisfy the notice and opportunity to take corrective action provisions of this Section 20.

21. Hazardous Substances. As used in this Section 21: (a) "Hazardous Substances" are those substances defined as toxic or hazardous substances, pollutants, or wastes by Environmental Law and the following substances: gasoline, kerosene, other flammable or toxic petroleum products, toxic pesticides and herbicides, volatile solvents, materials containing asbestos or formaldehyde, and radioactive materials; (b) "Environmental Law" means federal laws and laws of the jurisdiction where the Property is located that relate to health, safety or environmental protection; (c) "Environmental Cleanup" includes any response action, remedial action, or removal action, as defined in Environmental Law; and (d) an "Environmental Condition" means a condition that can cause, contribute to, or otherwise trigger an Environmental Cleanup.

Borrower shall not cause or permit the presence, use, disposal, storage, or release of any Hazardous Substances, or threaten to release any Hazardous Substances, on or in the Property. Borrower shall not do, nor allow anyone else to do, anything affecting the Property (a) that is in violation of any Environmental Law, (b) which creates an Environmental Condition, or (c) which, due to the presence, use, or release of a Hazardous Substance, creates a condition that adversely affects the value of the Property. The preceding two sentences shall not apply to the presence, use, or storage on the Property of small quantities of Hazardous Substances that are generally recognized to be appropriate to normal residential uses and to maintenance of the Property (including, but not limited to, hazardous substances in consumer products).

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Borrower shall promptly give Lender written notice of (a) any investigation, claim, demand, lawsuit or other action by any governmental or regulatory agency or private party involving the Property and any Hazardous Substance or Environmental Law of which Borrower has actual knowledge, (b) any Environmental Condition, including but not limited to, any spilling, leaking, discharge, release or threat of release of any Hazardous Substance, and (c) any condition caused by the presence, use or release of a Hazardous Substance which adversely affects the value of the Property. If Borrower learns, or is notified by any governmental or regulatory authority, or any private party, that any removal or other remediation of any Hazardous Substance affecting the Property is necessary, Borrower shall promptly take all necessary remedial actions in accordance with Environmental Law. Nothing herein shall create any obligation on Lender for an Environmental Cleanup.

NON-UNIFORM COVENANTS. Borrower and Lender further covenant and agree as follows:

22. Acceleration; Remedies. Lender shall give notice to Borrower prior to acceleration following Borrower's breach of any covenant or agreement in this Security Instrument (but not prior to acceleration under Section 18 unless Applicable Law provides otherwise). The notice shall specify: (a) the default; (b) the action required to cure the default; (c) a date, not less than 30 days from the date the notice is given to Borrower, by which the default must be cured; and (d) that failure to cure the default on or before the date specified in the notice may result in acceleration of the sums secured by this Security Instrument and sale of the Property. The notice shall further inform Borrower of the right to reinstate after acceleration and the right to bring a court action to assert the non-existence of a default or any other defense of Borrower to acceleration and sale. If the default is not cured on or before the date specified in the notice, Lender at its option may require immediate payment in full of all sums secured by this Security Instrument without further demand and may invoke the power of sale and any other remedies permitted by Applicable Law. Lender shall be entitled to collect all expenses incurred in pursuing the remedies provided in this Section 22, including, but not limited to, reasonable attorneys' fees and costs of title evidence.

If Lender invokes the power of sale, Lender shall give written notice to Trustee of the occurrence of an event of default and of Lender's election to cause the Property to be sold. Trustee shall record a notice of sale in each county in which any part of the Property is located and shall mail copies of the notice as prescribed by Applicable Law to Borrower and to the other persons prescribed by Applicable Law. After the time required by Applicable Law and after publication and posting of the notice of sale, Trustee, without demand on Borrower, shall sell the Property at public auction to the highest bidder for cash at the time and place designated in the notice of sale. Trustee may postpone sale of the Property by public announcement at the time and place of any previously scheduled sale. Lender or its designee may purchase the Property at any sale.

Trustee shall deliver to the purchaser Trustee's deed conveying the Property without any covenant or warranty, expressed or implied. The recitals in the Trustee's deed shall be prima facie evidence of the truth of the statements made therein. Trustee shall apply the proceeds of the sale in the following order: (a) to all expenses of the sale, including, but not limited to, reasonable Trustee's and attorneys' fees; (b) to all sums secured by this Security Instrument; and (c) any excess to the person or persons legally entitled to it or to the county treasurer of the county in which the sale took place.

23. Release. Upon payment of all sums secured by this Security Instrument, Lender shall release this Security Instrument. Borrower shall pay any recordation costs. Lender may charge Borrower a fee for

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releasing this Security Instrument, but only if the fee is paid to a third party for services rendered and the charging of the fee is permitted under Applicable Law.

24. **Substitute Trustee.** Lender may, for any reason or cause, from time to time remove Trustee and appoint a successor trustee to any Trustee appointed hereunder. Without conveyance of the Property, the successor trustee shall succeed to all the title, power and duties conferred upon Trustee herein and by Applicable Law.

25. **Time of Essence.** Time is of the essence in each covenant of this Security Instrument.

BY SIGNING BELOW, Borrower accepts and agrees to the terms and covenants contained in this Security Instrument and in any Rider executed by Borrower and recorded with it.

[Signature] 12-19-14
- BORROWER - PETER PASIAKOS - DATE -

[Signature] 12-19-14
- BORROWER - JOHANNA C PASIAKOS - DATE -

(Space Below This Line for Acknowledgment)

STATE OF ARIZONA

COUNTY OF MARICOPA Unofficial Document

The foregoing instrument was acknowledged before me this December 19, 2014 by, PETER PASIAKOS AND JOHANNA C PASIAKOS



[Signature]
Notary Public

(Title or Rank) NOTARY

(Serial Number, if any)

My Commission Expires: 2/14/2015




2477902

MORTGAGE LOAN ORIGINATOR **LUKE WIELGOT**
NATIONWIDE MORTGAGE LICENSING SYSTEM AND REGISTRY IDENTIFICATION NUMBER
213073
MORTGAGE LOAN ORIGINATION COMPANY **ACADEMY MORTGAGE CORPORATION**
NATIONWIDE MORTGAGE LICENSING SYSTEM AND REGISTRY IDENTIFICATION NUMBER
3113

Unofficial Document

ARIZONA - Single Family - Fannie Mae/Freddie Mac UNIFORM INSTRUMENT

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NO FILING FEE REQUIRED

CORPORATION (Not for LLCs)
STATEMENT OF CHANGE OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT
Pursuant to A.R.S. §§10-502, 10-1508, 10-11508 & 10-3502

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Customer Call Center (602) 542-3026 or our web site, www.azcc.gov/divisions/corporations to obtain the correct information.

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:

Fidelity National Title Agency, Inc.

RECEIVED

2. The ACC file number is: 0101211-8

MAR 13 2012

3. The known place of business currently on file with the ACC is:

2394 East Camelback Road
Phoenix, AZ 85016

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

4. The name and street address of the current statutory agent on file with the ACC is:

ET CORPORATION SYSTEM
2394 East Camelback Road
Phoenix, AZ 85016

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FEB 06 2012

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

5. (A) The known place of business in ARIZONA is to be changed. The street address of the new known place of business is:

10245 E. Broadway Blvd. #200
Tucson, AZ 85711

(B) Foreign corporations only:
The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

Indicate which address in which general correspondence can be mailed.

5(A) _____ or 5(B) _____

6. (A) The address of the statutory agent is to be changed.* (If the statutory agent has a P.O. box or personal mail box (PMB) then he/she must also provide a physical location/address).

If only changing the statutory agent's address, the statutory agent is the only individual who must sign this statement. * By signing this document, the statutory agent acknowledges that he/she has given the corporation written notice of this change.

Corporation Name: Fidelity National Title Agency, Inc. File Number: 01D1211-8

(B) The statutory agent in ARIZONA is to be changed. The name and street address of the new statutory agent is:

The new statutory agent must accept his/her appointment as the new statutory agent.

**Acceptance of Appointment
By Statutory Agent****

** (required only if a new statutory agent is being appointed)

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this _____ day of _____.

Signature: _____

Printed Name: _____ Title: _____

If signing on behalf of a company, please print the company name here.

Statutory agent must sign only if changing his/her address (Item 6(A)).

Dated this _____ day of _____

Signature: _____

Printed Name: _____

If signing on behalf of a company, please print the company name here.

Changes to corporation(s) other than changes to a statutory agent's address, must be executed by an officer of the corporation.

Dated this 18TH day of MARCH 2012

Signature: [Handwritten Signature]

Printed Name: WILLIAM G. M. [Handwritten]

Title: ASSISTANT VICE PRESIDENT

Deliver/Mail or Fax to: Arizona Corporation Commission
Corporations Division - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007-2929

Fax Number: 602-542-4100



AZ CORPORATION COMMISSION
FILED

JUN 01 2015

FILE NO. R-2010056-2

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR REGISTRATION
OF FOREIGN LIMITED LIABILITY COMPANY**

Please read Instructions L025i

1. **ENTITY TYPE** - check only one to indicate the type of entity applying for registration:

LIMITED LIABILITY COMPANY

PROFESSIONAL LIMITED LIABILITY COMPANY

2. **NAME IN STATE OR COUNTRY OF FORMATION (FOREIGN NAME)** - enter the exact, true name of the foreign LLC:

Finance of America Mortgage LLC

3. **NAME TO BE USED IN ARIZONA (ENTITY NAME)** - identify the name the foreign LLC will use in Arizona by checking 3.1 or 3.2 (check only one), and follow instructions:

3.1 **Name in state or country of formation**, with no changes or additions - go to number 4 and continue.

3.2 **Fictitious name** - check this if the foreign LLC's name in its state or country of formation is not available for use in Arizona or if that name does not contain an LLC identifier, and enter the name in number 3.3 below. **NOTE** - a resolution of the company adopting the fictitious name must be attached to and submitted with this form.

3.3 **If you checked 3.2**, enter or print the name to be used in Arizona:

4. **PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES** - if professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

5. **FOREIGN DOMICILE** - list the state or country in which the foreign LLC was formed:
Delaware

6. **DATE OF FORMATION IN FOREIGN DOMICILE:** 5/28/2015

7. **PURPOSE OR GENERAL CHARACTER OF BUSINESS** - describe or state the purpose of the foreign LLC or the general character of the business it proposes to transact in Arizona:
mortgage lending and servicing

8. STATUTORY AGENT IN ARIZONA:					
8.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			8.2 OPTIONAL - Mailing address in Arizona of statutory agent, if different from street address (can be a P.O. Box):		
Corporation Service Company					
Statutory Agent Name (required)					
Attention (optional) 2338 West Royal Palm Road, Suite J			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City Phoenix,		AZ State	85021 Zip	Address 2 (optional) City State Zip	
8.3 REQUIRED - the Statutory Agent Acceptance form M002 must be submitted along with this Application For Registration.					

- 9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS - *see Instructions L025i*** - give the **physical or street address** (not a P. O. Box) of the foreign LLC required to be maintained in its state of organization, or, if not so required, of the foreign LLC's statutory agent in its state or country of organization:

Attention (optional) 2711 Centerville Road, Suite 400		
Address 1		
Address 2 (optional) Wilmington		DE
City		Zip
Country UNITED STATES		State or Province

10. OPTIONAL - ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 10.1** Is the Arizona known place of business street address the same as the street address of the statutory agent? Yes - go to the next page and continue.
 No - complete number 10.2 and continue.

- 10.2** If you answered "no" to number 10.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City		Zip
Country		State or Province

COMPLETE NUMBER 11 OR NUMBER 12 – NOT BOTH.

11. MANAGER-MANAGED LLC – see *Instructions L025i* – check this box if management of the LLC is vested in a manager or managers, and complete and attach the Manager Structure Attachment form L040. *The filing will be rejected if it is submitted without the attachment.*

12. MEMBER-MANAGED LLC – see *Instructions L025j* – check this box if management of the LLC is reserved to the members, and complete and attach the Member Structure Attachment form L041. *The filing will be rejected if it is submitted without the attachment.*

13. SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature  Printed Name **By: Bruno J. Pasceri, President** Date **4-28-2015**

REQUIRED – check only one and fill in the corresponding blank if signing for an entity:

<input type="checkbox"/> I am the Individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input checked="" type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named: GATEWAY FUNDING, INC.	<input type="checkbox"/> I am a duly authorized agent for this LLC.
--	---	---

Filing Fee: \$150.00 (regular processing) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
--	---

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

MEMBER STRUCTURE ATTACHMENT

- ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
Finance of America Mortgage LLC
- A.C.C. FILE NUMBER** (if known): _____
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>
- Check one box only to indicate what document the Attachment goes with:**
 Articles of Organization Articles of Amendment
 Application for Registration Articles of Amendment to Application for Registration
- MEMBERS** – give the name and address of all Members. If more space is needed, use another Member Structure Attachment form.

Gateway Funding, Inc.					
Name 300 Welsh Road, Building 5			Name		
Address 1			Address 1		
Address 2 (optional) Horsham		State or Province PA	Zip 19044		Address 2 (optional)
City	Country UNITED STATES		City	State or Province	Zip
Name			Name		
Address 1			Address 1		
Address 2 (optional)		State or Province	Zip		Address 2 (optional)
City	Country		City	State or Province	Zip
Name			Name		
Address 1			Address 1		
Address 2 (optional)		State or Province	Zip		Address 2 (optional)
City	Country		City	State or Province	Zip

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):
Finance of America Mortgage LLC

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:
Corporation Service Company

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Corporation Service Company

By: 
Signature

Carol Dolor, Asst. VP
Printed Name

5/29/2015
Date

REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
--	--

Filing Fee: none (regular processing)
Expedited processing – not applicable.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
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If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FINANCE OF AMERICA MORTGAGE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MAY, A.D. 2015.

5755713 8300

150831676

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2419843

DATE: 05-29-15



**AFFIDAVIT OF PUBLICATION
for Corporation Commission**

ARIZONA CAPITOL TIMES

P.O. Box 2260 Phoenix, AZ 85002
Phone: (602) 258-7026 / Fax: (602) 258-2504

STATE OF ARIZONA
County of Maricopa

I, GINGER L. LAMB, as vice president and publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The ARIZONA CAPITOL TIMES, is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published three (3) consecutive times in the newspaper listed above.

DATES OF PUBLICATION:

- 1) May 13, 2005
- 2) May 20, 2005
- 3) May 27, 2005

THE NAME OF THE CORPORATION: FLAGSTAR MORTGAGE CORP.

CORPORATE FILE NUMBER: F-1188548-6

TYPE OF DOCUMENT: Application for Authority
(EXAMPLE: Merger between party a and party b; name change from/to; foreign authority with a fictitious name; articles of incorporation; application for authority; articles of organization; amendment; etc.)

AUTHORIZED SIGNATURE:

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 13TH DAY OF MAY, 2005.

NOTARY SIGNATURE:

1005597
RECEIVED

MAY 16 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION





**AFFIDAVIT OF PUBLICATION
for Corporation Commission**

ARIZONA CAPITOL TIMES

P.O. Box 2260 Phoenix, AZ 85002
Phone: (602) 258-7026 / Fax: (602) 258-2504

STATE OF ARIZONA
County of Maricopa

I, GINGER L. LAMB, as vice president and publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The ARIZONA CAPITOL TIMES, is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published three (3) consecutive times in the newspaper listed above.

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AUTHORIZED SIGNATURE: _____

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 13TH DAY OF MAY, 2005.

NOTARY SIGNATURE: _____

1005597
RECEIVED

MAY 16 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION





**AZ CORPORATION COMMISSION
FILED**

OCT 24 2014

FILE NO. 01478125

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GRAND CANYON TITLE AGENCY, INC.
(A.C.C. File No. - 0147812-5)**

Pursuant to Arizona Revised Statutes Section 10-1006, GRAND CANYON TITLE AGENCY, INC., an Arizona corporation, hereby adopts the following Articles of Amendment to its Restated Articles of Incorporation:

1. The name of the corporation is: GRAND CANYON TITLE AGENCY, INC.
2. Article 1 of the Articles of Incorporation is amended to read as follows:

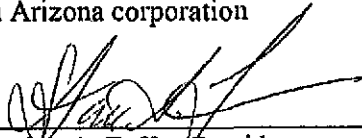
The name of the corporation shall be LWEF Trading Company, Inc.
3. The amendment does not provide for an exchange, a reclassification or a cancellation of issued shares.
4. Pursuant to ARS§ 10-123(B), this amendment will be effective at 12:01 A.M. on October 31, 2014.
5. The amendment was adopted on October 23, 2014 by the board of directors without shareholder action, and shareholder approval was not required or no shares have been issued.

[Signature follows on next page.]

Dated this 24th day of October, 2014.

GRAND CANYON TITLE AGENCY, INC.,
an Arizona corporation

By:



Stanley A. Feffer, President

AZ CORPORATION COMMISSION
FILED

NOV 06 2014

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LWEF TRADING COMPANY, INC.
(A.C.C. File No. - 0147812-5)

FILE NO. - 0147812-5

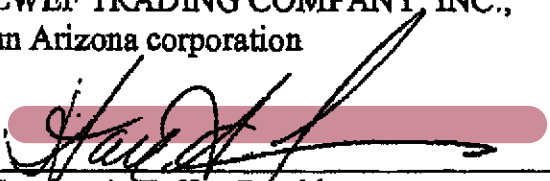
Pursuant to Arizona Revised Statutes Section 10-1006, GRAND CANYON TITLE AGENCY, INC., an Arizona corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: LWEF TRADING COMPANY, INC.
2. Article I of the Articles of Incorporation is amended to read as follows:

The name of the corporation shall be Grand Canyon Title Agency, Inc.
3. The amendment does not provide for an exchange, a reclassification or a cancellation of issued shares.
4. The amendment was adopted on October 31, 2014 by the board of directors without shareholder action, and shareholder approval was not required or no shares have been issued.

Dated this 4TH day of November, 2014.

LWEF TRADING COMPANY, INC.,
an Arizona corporation

By: 
Stanley A. Feffer, President



AZ Corp. Commission



03782945

Fax 858.627.3678
NMLS# 3274
www.guildmortgage.com

February 14, 2012

Via US Mail

Arizona Corporation Commission
Corporations Division
1300 West Washington 1st Floor
Phoenix, AZ 85007-2929

RECEIVED
FEB 27 2012
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

**RE: Notification to upcoming changes in Board of Directors; Effective 02/24/2012
Guild Mortgage Company, Entity F00187036**

Dear sir or madam:

Please allow this letter to serve as notification of changes to members of Guild Mortgage Company, Entity F00187036, Board of Directors.

Specifically, Michael J. Klauer will replace current director Dana C. Bradford, effective February 24, 2012. I have attached Exhibit "A" listing the new corporate directors and existing principal officers.

Should you require any additional fees or forms please contact me by email LMagallanes@guildmortgage.net, or by phone 858-627-3675. Thank you.

Sincerely,

A handwritten signature in cursive script, appearing to read "Lisa Magallanes".

Lisa Magallanes,
Compliance Analyst

CC: CM 012-12



EXHIBIT "A"

PRINCIPAL OFFICERS

<i>NAME</i>	<i>TITLE</i>	<i>TELEPHONE</i>	<i>ADDRESS</i>
Mary Ann McGarry	President, Chief Executive Officer, and Director	(858) 560-6330	5898 Copley Drive Suite 400 & 500 San Diego, CA 92111
Catherine A. Blocker	Senior Vice President and Secretary	(858) 560-6330	5898 Copley Drive Suite 400 & 500 San Diego, CA 92111
Terry L. Schmidt	Chief Financial Officer, Treasurer, Chief Operations Officer and Executive Vice President	(858) 560-6330	5898 Copley Drive Suite 400 & 500 San Diego, CA 92111
Steven W. Hops	Senior Vice President	(858) 560-6330	5898 Copley Drive Suite 400 & 500 San Diego, CA 92111
Rhona M. Kaninau	Senior Vice President	(858) 560-6330	5898 Copley Drive Suite 400 & 500 San Diego, CA 92111
Michael M. Rish	Senior Vice President	(858) 560-6330	5898 Copley Drive Suite 400 & 500 San Diego, CA 92111
Linda S. Scott	Senior Vice President	(858) 560-6330	5898 Copley Drive Suite 400 & 500 San Diego, CA 92111
Theresa A. Cherry	Senior Vice President	(858) 560-6330	5898 Copley Drive Suite 400 & 500 San Diego, CA 92111
Charles Nay	Senior Vice President	(425) 945-8050	40 Lake Bellevue Drive Ste 310, Bellevue WA 98005
Barrett Horn	Senior Vice President	(425) 945-8010	40 Lake Bellevue Drive Ste 310, Bellevue WA 98005

DIRECTORS

<i>NAME</i>	<i>TELEPHONE</i>	<i>ADDRESS</i>
Mary Ann McGarry	(858) 560-6330	5898 Copley Drive Suite 400 & 500 San Diego, CA 92111
Terry L. Schmidt	(858) 560-6330	5898 Copley Drive Suite 400 & 500 San Diego, CA 92111
Robert Myers	(402) 932-8600	1601 Dodge Street, Suite 3800 Omaha, NE 68102
Michael J. Klauer*	(402) 932-8600	1601 Dodge Street, Suite 3800 Omaha, NE 68102

*Effective February 24, 2012

AZ CORPORATION COMMISSION
FILED

JAN 13 2006

DO NOT PUBLISH
THIS SECTION

FILE NO. E1256161-7 APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

The name of the corporation is: Johnson Bank
A(n) Wisconsin State Bank ~~Corporation~~
(State, Province or Country)

We are a foreign corporation applying for authority to transact business in the state of Arizona.

We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have *changed the following* in our domicile jurisdiction:

- Our actual corporate name (or the name under which we originally obtained authority in Arizona).
- The period of our duration.
- The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

Johnson Bank

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

_____(FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Wisconsin

3. The foreign corporation was incorporated on the 11th day of March

1970 and the period of its duration is: perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

555 Main Street
Racine, WI 53403

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

William Ridenour
Ridenour, Hinton, Kelhoffer, Lewis & Garth, PLLC
201 N. Central Avenue, Suite 3300
Phoenix AZ 85004

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

F1256161-7

DO NOT PUBLISH THIS SECTION

5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

3131 E. Camelback Road
Phoenix, AZ 85016

5.b. Indicate to which address the Annual Report should be mailed.

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 X or 5a _____.

6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If not, state no limitations or leave blank.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

N/A

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: See attached list [title]
Address: _____
City, State, Zip: _____
Name: _____ [title]
Address: _____
City, State, Zip: _____
Name: _____ [title]
Address: _____
City, State, Zip: _____

8. The total number of authorized shares cannot be "zero" or "N/A". Include authorized, not issued shares in this section.

8. The foreign corporation is authorized to issue 175,000 shares, itemized as follows: (Attach additional sheets if necessary.)

175,000 shares of Common [class or series] stock at
_____ no par value or par value of \$ 20.00 per share.
_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.
_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

7. The names and usual business addresses of the current directors and executive officers of the foreign corporation are:

F1256161-7

Name	Title	Address
Richard A. Hansen	CEO, Director	555 Main Street Racine, WI 53403
Russell C. Weyers	President, COO, Director	555 Main Street Racine, WI 53403
Dennis R. Axelson	EVP & CFO	555 Main Street Racine, WI 53403
Ronald R. Estervig	EVP & Chief Credit Officer	555 Main Street Racine, WI 53403
David Eberle	Director	555 Main Street Racine, WI 53403
Jerold P. Franke	Director	555 Main Street Racine, WI 53403
Richard C. Gorton	Director	555 Main Street Racine, WI 53403
Jean M. Jacobson	Director	555 Main Street Racine, WI 53403
W. Lee McCollum	Director	555 Main Street Racine, WI 53403
John M. Schroeder	Director	555 Main Street Racine, WI 53403
Robert O. Walker	Director	555 Main Street Racine, WI 53403

F1256161-7

DO NOT PUBLISH THIS SECTION

9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by executing the consent.

9. The foreign corporation has issued 175,000 shares, itemized as follows:

175,000 shares of Common [class or series] stock at _____ no par value or par value of \$ 20.00 per share.

_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Banking

DATED this 6th day of January 2006.

Johnson Bank

[Name of Corporation]

Executed by

Mark C. Behrens
Duly Authorized Officer or Director

Mark C. Behrens, Senior Vice President

[print name] [title]

PHONE _____ FAX _____
[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 9 day of January 2006

William G. Ridenour
Signatures

WILLIAM G. RIDENOUR
[Print Name]

[If signing on behalf of a company serving as statutory agent, print company name here]

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

Johnson Bank

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name, prior name(s) and aliases, if used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|---|---|
| 1. Name and address of the corporation. | 3. State(s) in which the corporation: |
| 2. Full name (including aliases) and address of each person involved. | (a) Was incorporated. (b) Has transacted business. |
| | 4. Dates of corporate operation. |
| | 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution. |

D. The fiscal year end adopted by the corporation is 12-31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY _____

BY Mark C. Behrens

PRINT NAME _____

PRINT NAME Mark C. Behrens

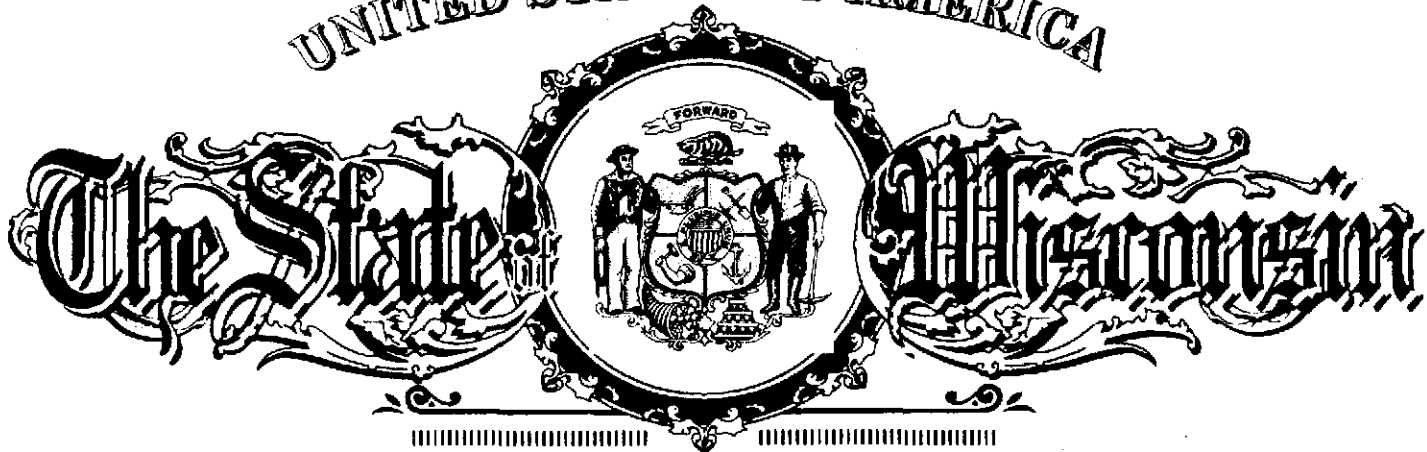
TITLE _____ DATE _____

TITLE Sr. Vice President DATE 01/06/2006

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

UNITED STATES OF AMERICA



DEPARTMENT OF FINANCIAL INSTITUTIONS

I, Michael J. Mach, Administrator, Division of Banking, being the duly constituted authority having supervision of Johnson Bank, a state bank organized and existing under and by virtue of the laws of the State of Wisconsin, and having its principal place of business at Racine, Wisconsin, hereby certify:

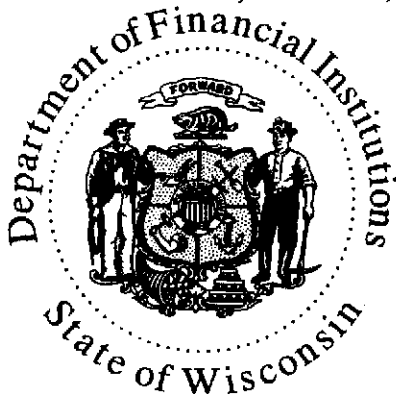
THAT Heritage Bank of Racine, Racine, Wisconsin, was granted a charter to transact the business of banking on December 14, 1987, and

THAT effective January 27, 1988, Heritage Bank of Racine, Racine, Wisconsin, changed its name to Heritage Bank and Trust, and

THAT effective February 6, 1998, Heritage Bank and Trust, Racine, Wisconsin, changed its name to Johnson Bank, and

THAT Johnson Bank, Racine, Wisconsin, has been in continuous operation in the banking business and is at the present time an operating bank in good standing.

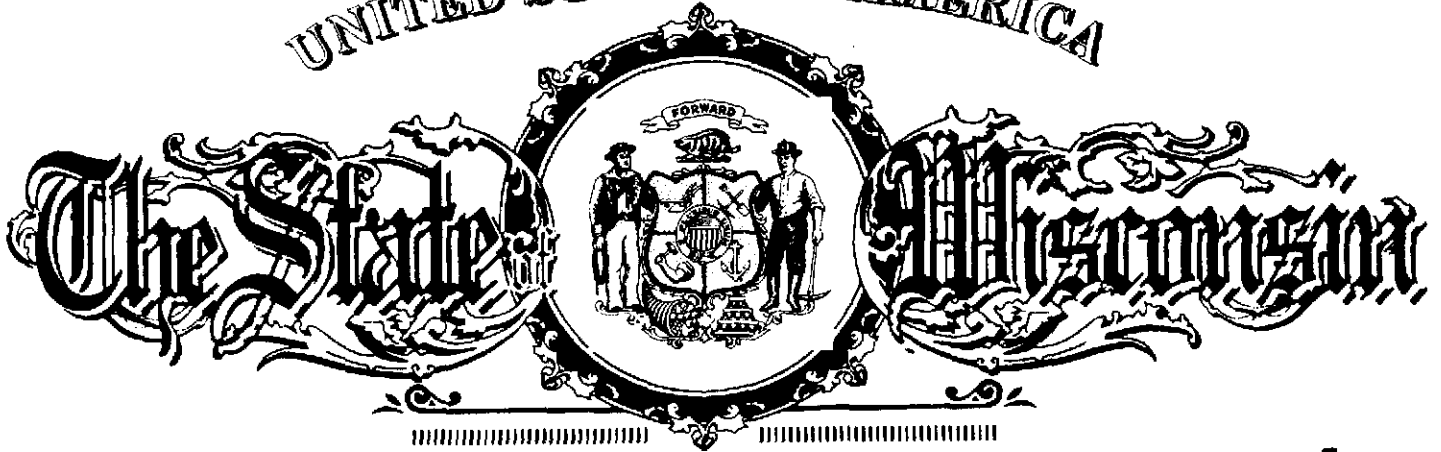
Dated at Madison, Wisconsin, this 30th day of November 2005.



Michael J. Mach

**MICHAEL J. MACH, ADMINISTRATOR OF BANKING
DEPARTMENT OF FINANCIAL INSTITUTIONS**

UNITED STATES OF AMERICA

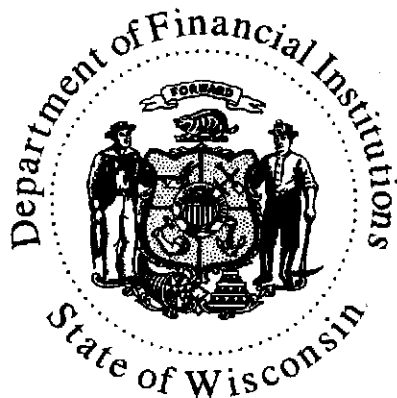


DEPARTMENT OF FINANCIAL INSTITUTIONS

TO WHOM IT MAY CONCERN:

The State of Wisconsin, Department of Financial Institutions, Division of Banking, being the duly constituted authority having supervision over Johnson Bank, Racine, Wisconsin, does hereby certify that an exact copy of the bank's Articles of Incorporation and Amendment to Articles of Incorporation are hereby attached.

Dated at Madison, Wisconsin, this 30th day of November 2005.




MICHAEL J. MACH, ADMINISTRATOR OF BANKING
DEPARTMENT OF FINANCIAL INSTITUTIONS

STATE OF WISCONSIN



The undersigned, adult citizens of Wisconsin, do hereby make, sign and acknowledge the following
ARTICLES OF INCORPORATION

FIRST: We declare that we hereby associate for the purpose of forming a banking corporation under Chapter 221 of the Wisconsin Statutes and amendments thereto.
221-223

SECOND: The name of this association and of the bank hereby formed shall be
HERITAGE BANK OF RACINE

THIRD: The location of such banking corporation will be in Racine
a City in Racine County, Wisconsin.
(Village, town or city)

FOURTH: The amount of its capital stock is three and one-half million ~~thousand~~ dollars, \$ 3,500,000.00, which is divided into 175,000 shares of Twenty (\$20.00) a par value of Twenty (\$20.00) dollars each.

FIFTH: The period for which it is organized is unlimited.

SIXTH: _____

Signed and sealed in Presence of

James J. Edward
Barbara J. Lehman

WITNESS, our respective hands and seals this
day August 14th 1987
Thomas H. Jenkins (SEAL)
Robert P. Clarke (SEAL)
Victor M. Oplitz (SEAL)
Robert O. Walker (SEAL)
David H. Cool (SEAL)
Eugene J. Bembenek (SEAL)

_____ (SEAL)

State of Wisconsin }
County of Racine } ss.
Personally appeared before me, a Notary Public in and for
said county, on August 14th 19 87 Robert O. Walker, David H. Cool,
John M. Schroeder, Thomas H. Jenkins, Robert P. Clarke, Eugene J. Bembenek
and Victor M. Oplitz

to me known to be the persons who executed the foregoing Articles and acknowledged the same.
My commission expires 8/5/1990 Angelina V. Sullivan
(SEAL) Notary Public

STATE BANKING DEPARTMENT

ARTICLES OF INCORPORATION

for

Heritage Bank of Racine

Bank

Racine, Wisconsin Place

Transit Number

Received and filed

Approved August 20, 1987

[Signature]
Commissioner of Banks

Transit Number

Amendment to Articles of Incorporation

Which Articles were filed/recorded in the office of the Register of Deeds for Racine
County on the 25th day of August, 1987. Recorded in Volume 1880
of Records, Page 757-758.

At a meeting of the stockholders of the Heritage Bank of Racine
of Racine, Wisconsin, held at the office of said bank in said City on the 7th day
of December, AD. 19 87, ~~at 10 o'clock P.M. of that day~~, which meeting was
called for the purpose of amending the Articles of Incorporation of said Bank, and at which meeting
50,000 shares of the capital stock of said Bank were duly represented, the following resolutions were
adopted:

~~Resolved~~ That the Articles of Incorporation of this Bank be amended by striking out the para-
graph relating to this Bank's name reading as follows:

"SECOND: The name of this association and of the bank
hereby formed shall be HERITAGE BANK OF RACINE."

And ~~Inserting~~ in lieu thereof the following paragraph:

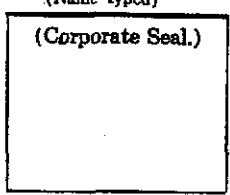
"SECOND: The name of this association and of the Bank hereby
formed shall be HERITAGE BANK AND TRUST."

"It was further resolved, That the President and Cashier of said Bank be authorized, under the seal of the
corporation, to file proper certificates of such amendment with the Commissioner of Banking as provided by law."

We, Thomas H. Jenkins as President, and Victor M. Opitz as Cashier of the Heritage Bank of Racine do hereby certify that the foregoing is a true copy of an amendment to the Articles of Incorporation of this bank and that ~~at the annual or special meeting~~ ^{A Consent in Lieu of Joint} ~~of the stockholders of the bank~~ ^{Board of Directors and sole} called for that purpose and held pursuant to the provisions of law, in the office of the Bank in the City of Racine, State of Wisconsin, on the 7th day of December, A. D. 1987, the said amendment was duly adopted by the affirmative vote of two-thirds of all capital stock outstanding; that the sole (Number of Individuals) stockholders were present or represented at said meeting; that the entire number of shares outstanding is 50,000; that the number of shares represented at the meeting was 50,000; that upon the adoption of such resolution 50,000 votes were cast in the affirmative; one vote for each share, and that -0- votes were cast in the negative.

In Testimony Whereof, the Heritage Bank of Racine has caused these presents to be executed by the President and Cashier thereof and the corporate seal of said bank is hereunto affixed this 8th day of January, A. D. 1988, by its authority. HERITAGE BANK OF RACINE Bank

In presence of
Joan C. Lesnjak By Thomas H. Jenkins President.
(Name typed) (Name typed)
Vickie L. Aber Victor M. Opitz Cashier
(Name typed) (Name typed)



State of Wisconsin }
County of Racine } ss. Personally came before me this 8th day of January, A. D. 1988, Thomas H. Jenkins as President, and Victor M. Opitz, as Cashier of the Heritage Bank of Racine, who are to me known to be such President and Cashier, respectively, and to be the persons who executed the foregoing instrument, and acknowledged the same as such officers, for the purposes therein mentioned.

Angeline J. Sullivan
Notary Public,

Racine County, Wisconsin.

My commission expires : 8/5/90

**Amendment to
Articles of Incorporation**


.....Heritage Bank of Racine..... Bank

.....Racine..... Wisconsin

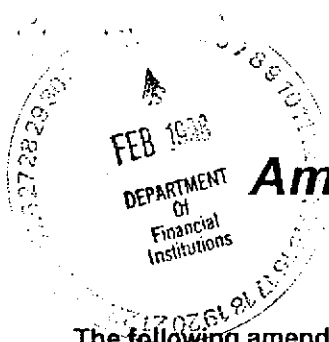
OFFICE OF COMMISSIONER OF BANKING

Madison, Wis., *January 14*, 19*88*.

Approved: 1/14/88

By  Commissioner of Banking

99019



Amendment to Articles of Incorporation

The following amendment to the Articles of Incorporation of

Heritage Bank and Trust

(state bank or state trust company bank)

Racine

(City)

Racine

(County)

, Wisconsin, was approved at the annual or special meeting of the

stockholders of the bank, called for that purpose and held pursuant to the provisions of law, on

January 29

, 1998 ; and the said amendment was duly adopted by the following vote:

Common or Preferred Stock	Series	Class and	Number of SHARES outstanding	Number of SHARES entitled to vote	Number of "YES" votes REQUIRED	VOTE ON	ADOPTION
						Number of "YES" votes CAST	Number of "No" votes CAST
Common	--		175,000	175,000	87,501	175,000	0

"RESOLVED That the Articles of Incorporation be amended by striking out the paragraph(s) reading:

"SECOND: The name of this association and of the bank hereby formed shall be HERITAGE BANK AND TRUST."

And inserting in lieu thereof the following paragraph(s):

"SECOND: The name of this association and of the bank hereby formed shall be JOHNSON BANK."

This amendment has a delayed effective date of February 6, 1998.

"It was further resolved, That Victor M. Opitz, an officer of the bank be authorized, under the seal of the corporation, to file the proper certificates of such amendments with the Division of Banking as provided by law."

Corporate Seal

I, Victor M. Opitz, Vice-President

(Name and Title of Officer)

an officer of the above named bank do solemnly swear that the foregoing is true to the best of my knowledge and belief.

Victor M. Opitz
(Signature of Officer)

STATE OF WISCONSIN

COUNTY OF Racine

} ss.

Subscribed and sworn to before me this 29th day of January, 1998.

John W. Knuteson

, Notary Public. My commission ~~expires~~ is permanent.

John W. Knuteson

STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF BANKING
PO BOX 7878
MADISON, WISCONSIN 53707-7876
Telephone (608) 261-9555
Fax (608) 267-6889

Amendment to
Articles of Incorporation

CERTIFICATE

I, Michael J. Mach, Administrator, Division of Banking, for the State of Wisconsin, pursuant to Section 221.0211(2), Wisconsin Statutes, do hereby certify that the Amendment to Articles of Incorporation of:

Heritage Bank and Trust

Bank

Racine, Wisconsin

Location

was on February 3, 1998

Date

filed and Approved

Approved or Disapproved

Effective FEBRUARY 6, 1998
by the DIVISION OF BANKING.

Michael J. Mach

Michael J. Mach
Administrator, Division of Banking



STATE BANKING DEPARTMENT

RICHARD C. HOUSEWORTH
SUPERINTENDENT OF BANKS

JANET NAPOLITANO
GOVERNOR

December 5, 2005

Mr. John R. Topczewski
Vice President &
Assistant Secretary
Johnson Financial Group, Inc.
555 Main Street
Racine, WI 53403

Dear Mr. Topczewski:

Thank you for your faxed letter dated December 2, 2005 requesting permission from the Arizona State Banking Department (Department) to register in Arizona as a foreign corporation under the name Johnson Bank. We understand that Johnson Bank is a Wisconsin state bank headquartered in Racine, Wisconsin and will be providing back-room support for both Johnson Bank in Wisconsin and Johnson Bank Arizona, N.A. Further we understand that both banks are wholly owned subsidiaries of Johnson Financial Group, Inc. headquartered in Wisconsin.

Based upon your letter and the description of transaction, the Department does not object to the registering as a foreign corporation under the name Johnson Bank in Arizona. However, the bank will not be allowed to conduct the business of banking other than as described in your letter without Arizona banking department approval.

If you have any questions, please contact Division Manager Tom Wood at (602) 255-4421, extension 161.

Sincerely,

Bruce Tunell
Deputy Superintendent



JOHNSON
FINANCIAL GROUP.

January 6, 2006

Writer's Direct Line: 262-619-2608
E-mail: ebeman@johnsonbank.com

Arizona Corporation Commission
1300 West Washington
Phoenix, AZ 85007-2929

Re: Application for Authority to Transaction Business in Arizona

Dear Sirs:

Enclosed please find an Application for Authority to Transaction Business in Arizona submitted by Johnson Bank, a Wisconsin state bank headquartered in Racine, Wisconsin, including all required attachments. Check number 259970 in the amount of \$210.00 representing the \$175.00 filing fee and the \$35.00 fee for expedited service.

Johnson Bank has received permission from the Arizona State Banking Department to use the name Johnson Bank and does not object to Johnson Bank registering as a foreign corporation under that name. A copy of the letter from the State Banking Department is also enclosed.

Questions regarding the application may be directed to me at the number above. We will be pleased to provide any additional information you may require.

Very truly yours,
Johnson Financial Group, Inc.



Elliot H. Berman
Senior Vice President & General Counsel

**CORPORATION
STATEMENT OF CHANGE
OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT**

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Records section, (602) 542-3026 or our web site, www.cc.state.az.us/corp to obtain the correct information.

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:

Kemper Mortgage, Inc.

2. The ACC file number is F-1067639-0

3. The known place of business currently (old) on file with the ACC is:

1412 E. Chicago Circle
Chandler, AZ 85225

4. The name and address of the current statutory agent on file with the ACC is:

Jennifer Ruggeri
1412 E. Chicago Circle
Chandler, AZ 85225

EXPEDITED

RECEIVED

JUN 06 2003
606475
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

(A) The known place of business in ARIZONA is to be changed. The street address of the new (now, or in the near future) known place of business is:

6796 W. Louise Drive
Glendale, AZ 85310

(B) Foreign corporations only:
The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

5. Indicate which address the Annual Report should be mailed to: 4(A) 4(B)

6. (A) The statutory agent in ARIZONA is to be changed. The name and address of the new statutory agent is:



PAID
1484593
S.A.

Corporation Name: Kemper Mortgage, Inc. File Number: F-1067639-0

(B) The address of the statutory agent in ARIZONA is to be changed. The new address of the statutory agent is:

and the statutory agent has given the Corporation written notice of this change.

ARS §10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose file is to be changed.

DATED this 28 day of May, 2003

Kemper Mortgage, Inc.
[Name of Corporation]

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JUN 06 2003

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

By Jason Messer
Jason Messer, President / C.E.O.
[Name] [Title]

[Statutory Agent]*

*(Statutory Agent must sign only if changing address.)

If the agent has a P.O. box, then they must also provide a physical location/address where service of process on the corporation can occur. Also, personal mail boxes (PMB) are unacceptable for a physical address, but fine for a mailing address.

**Acceptance of Appointment
By Statutory Agent****

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this _____ day of _____.

Signature: _____

Printed Name: _____

** (required only if a new statutory agent is being appointed)

PLEASE NOTE: IF THIS STATEMENT INCLUDES AN AGENT'S STATEMENT OF RESIGNATION, THEN YOU MUST ENCLOSE A FILING FEE OF \$10.00 (U.S.) MADE PAYABLE TO THE ARIZONA CORPORATION COMMISSION.



CORPORATION
STATEMENT OF RESIGNATION OF
STATUTORY AGENT

OF

Kemper Mortgage, Inc.
(Name of corporation one is resigning from)

F-1067639-0
(ACC file number)

FILING FEE \$10.00 (pursuant to A.R.S. §10-122.A)

IPR
\$10⁰⁰ 8/19/04

NOTE: It is critical that the Corporation Commission receive the exact name and file number of the corporation one is resigning from. Please check with our Records section, (602) 542-3026 or our web site, www.cc.state.az.us/corp to obtain information.

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AUG 16 2004

831794

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

IMPORTANT! You must evaluate both items. Check those that apply.

- 1) The undersigned statutory agent of Kemper Mortgage, Inc.
 - an Arizona corporation, or a foreign corporation qualified to do business in Arizona, hereby resign my appointment as agent.
- 2) The known place of business, currently the street address of the undersigned, is also discontinued.
- The undersigned has given notice of this resignation (required by A.R.S. §10-503.A) to the Corporation by mailing one copy to the Corporation at the following address:

This resignation shall be effective on the thirty-first day after the date on which this statement is delivered to the Arizona Corporation Commission for filing.

DATED this 11 day of August, 2004

Signature: Jennifer G. Ruggieri

Printed Name: Jennifer G. Ruggieri

This form must be accompanied by a filing fee of \$10.00 (A.R.S. §10-122.A) U.S. funds made payable and delivered to:

ARIZONA CORPORATION COMMISSION
Corporations Division

1300 West Washington
Phoenix, Arizona 85007-2929

or

400 West Congress
Tucson, Arizona 85701-1347



**CORPORATION
STATEMENT OF CHANGE
OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT**

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Records section, (602) 542-3026 or our web site, www.cc.state.az.us/corp to obtain the correct information.

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:

Chemper Mortgage, Inc

2. The ACC file number is F-1067639-0

No. 8/19/04
RECEIVED

3. The known place of business currently (old) on file with the ACC is:

AUG 16 2004
831796
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

4. The name and address of the current statutory agent on file with the ACC is:

Jennifer Buggieri
1412 E. Chicago Cir
Chandler AZ 85225

(A) The known place of business in ARIZONA is to be changed. The street address of the new (now, or in the near future) known place of business is:

(B) Foreign corporations only:
The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

5. Indicate which address the Annual Report should be mailed to: 4(A) _____ 4(B) _____

6. (A) The statutory agent in ARIZONA is to be changed. The name and address of the new statutory agent is:

Michael Swerlyk, Jr.
7547 E. Desert Vista Rd
Scottsdale AZ 85255



Mortgage Broker Application
Personal History Statement

C. EMPLOYMENT: (Show every employment you have had and all periods of employment for the past ten (10) years in chronological order with the most recent first. **You Must Include Complete Addresses**)

Date From / To	Name and Complete Address of Employer (include street, city, and zip) Resumes or Personal References – Are Not Accepted As Employment Verification	Position/ Title	Supervisor	Reason for Leaving

- 1. Did any of the above employment's require a security clearance? Yes No
- 2. Have you ever been refused Bond? Yes No

If the answer is "Yes", to either of the above explain in "Remarks" Section "I" page 3.

D. MEMBERSHIP: (in past and/or present organizations, show all memberships you have had for the past ten (10) years.)

Name of Organization	Type	Date From / To

E. EDUCATION: (Account for all schools attended other than primary grades K-8)

Dates From / To	Name and Location of School	Degree

Corporation Name: Kemper Mortgage, Inc. File Number: F-1007439-0

(B) The address of the statutory agent in ARIZONA is to be changed. The new address of the statutory agent is:

and the statutory agent has given the Corporation written notice of this change.

ARS §10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose file is to be changed.

DATED this 11 day of August, 2004

Kemper Mortgage, Inc.
[Name of Corporation]

By

[Signature]
Jason Messer President/CEO
[Name] [Title]

[Signature]
[Statutory Agent]*

*(Statutory Agent must sign only if changing address.)

If the agent has a P.O. box, then they must also provide a physical location/address where service of process on the corporation can occur. Also, personal mail boxes (PMB) are unacceptable for a physical address, but fine for a mailing address.

**Acceptance of Appointment
By Statutory Agent****

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this _____ day of _____,

Signature: _____

Printed Name: _____

** (required only if a new statutory agent is being appointed)

PLEASE NOTE: IF THIS STATEMENT INCLUDES AN AGENT'S STATEMENT OF RESIGNATION, THEN YOU MUST ENCLOSE A FILING FEE OF \$10.00 (U.S.) MADE PAYABLE TO THE ARIZONA CORPORATION COMMISSION.



APPLICATION FOR REGISTRATION OF A FOREIGN LIMITED LIABILITY COMPANY Pursuant to A.R.S. §29-802

1. The company name must contain an ending which may be "limited liability company," "limited company," or the abbreviations "L.L.C.," "L.C.," "LLC" or "LC". If you are the holder or assignee of a trade name, attach a copy of the trade name certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the fictitious name. The resolution must be signed by a member or by a manager, whichever is applicable.

1. The name of the foreign limited liability company is:

LAKEVIEW LOAN SERVICING, LLC

1. a. If the exact name of the foreign limited liability company is not available for use in this state or does not meet the requirements of A.R.S. § 29-602, then the fictitious name adopted for use by the limited liability company in Arizona is:

N/A (FN)

2. The company is organized under the laws of: Delaware

(State or Country)

2. Provide the name of the state or country under whose laws your company was formed.

3. The date of the company's formation is: 11/22/2010

3. Provide the date on which your company was formed or organized in the state or country of formation.

4. The purpose of the company or the general character of business it proposes to transact in Arizona is:

See Attached

4. Provide the general character of business you plan to transact in Arizona.

5. The name and street address of the statutory agent for the foreign limited liability company in Arizona is:

CT Corporation System

2394 East Camelback Road

Phoenix, Arizona 85016

5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a street address/location.

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The agent must consent to the appointment by signing the consent.

I, CT Corporation System, having been designated to act as (print name)

statutory agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

By:

Handwritten signature of Madonna Cuddihy

Signature

CT Corporation System

Madonna Cuddihy Special Assistant Secretary

If signing on behalf of a company, print company name here

AZ CORPORATION COMMISSION FILED

6. Check A or B to show which management structure will be applicable to your company. Provide name and address for each person, and check whether they are member, manager, or both.

6. Management Structure (check A or B):
A Management of the limited liability company is vested in a manager or managers. Give the name and address of each and every manager AND of each and every member who owns a twenty percent or greater interest in the capital or profits of the limited liability company, and check off member and/or manager.

Name: David Ertel Name: _____
 member manager member manager
Address: 4425 Ponce De Leon Blvd., Compliance Dept 5th Floor
STA FL

City, State, Zip: Coral Gables, FL 33146 City, State, Zip: _____

Name: _____ Name: _____
 member manager member manager

Address: _____ Address: _____

City, State, Zip: _____ City, State, Zip: _____

B Management of the limited liability company is reserved to the members.
Give the name and address of each and every member.

Name: _____ Name: _____

Address: _____ Address: _____

City, State, Zip: _____ City, State, Zip: _____

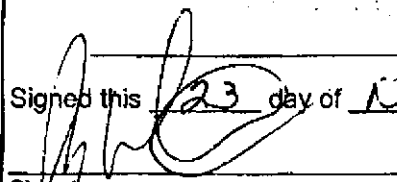
Name: _____ Name: _____

Address: _____ Address: _____

City, State, Zip: _____ City, State, Zip: _____

7. Give the address of the office required to be maintained in the state or country of formation.
1209 Orange Street, Wilmington, DE 19801

Signed this 23 day of Nov., 2010


Signature _____ Print Name (check one) Member Manager Authorized Agent

PHONE: 305-646-3903 FAX: 305-646-9990

Purpose Clause

Servicing of residential and commercial real estate backed mortgage loans and related services. Notwithstanding the foregoing, the purpose of the company is to engage in any lawful act or activity for which limited liability companies may be organized to do under the laws of its jurisdiction of formation.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LAKEVIEW LOAN SERVICING, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2010.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4901866 8300

101122681

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8379032

DATE: 11-24-10



AZ CORPORATION COMMISSION
FILED

REJ

FEB 28 2006

FILE NO. R-1265547-0 APPLICATION FOR REGISTRATION
OF A FOREIGN LIMITED LIABILITY COMPANY

1. The name of the foreign limited liability company is:

MARKET RATE MORTGAGE, LLC

1.a. If the exact name of the foreign limited liability company is not available for use in this state, then the fictitious name adopted for use by the limited liability company in Arizona is:

(FN)

2. The company is organized under the laws of:

MINNESOTA

(State)

3. The date of the company's formation is:

1-26-2006

4. The purpose of the company or the general character of business it proposes to transact in Arizona is:

Mortgage Banker

5. The name and street address of the statutory agent for the foreign limited liability company in Arizona is:

1454 E Morelos St
Chandler, AZ 85225
Tom Dolan

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

I, THOMAS L DOLAN

(Print Name)

, having been designated to act as statutory

agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

[Signature]

AZ CORPORATION COMMISSION
FILED

MAR 10 2006

[If signing on behalf of a company serving as statutory agent, print company name here]

FILE NO. R-1265547-0

R1265547-0

6. Check which management structure will be applicable to your company. Provide name, title and address for each person.

6. Management
 Management of the limited liability company is vested in a manager or managers. The names and addresses of each person who is a manager AND each member who owns a twenty percent or greater interest in the capital or profits of the limited liability company are:

Name: SCOTT FLAHERTY
 member manager
Address: 6401 Sherwood Ave
Edina, MN 55345

SHAWN VAIANA
 member manager
9719 Wellington Ln
Woodbury, MN 55125

member manager

member manager

Attach a certificate of existence or document of similar import duly authenticated (within sixty (60) days) by the official having custody of corporate records in the state, province or county under whose laws the corporation is incorporated (AZ Const. Art. XIV, §8).

Management of the limited liability company is reserved to the members. The names and addresses of each person who is a member are:

SCOTT FLAHERTY
 member
6401 Sherwood Ave
Edina, MN 55345

SHAWN VAIANA
 member
9719 Wellington
Woodbury, MN 55125

member

member

Your fax and phone number is optional.

PHONE 651 248 2170

FAX 651 287 5333

7. If the jurisdiction under the law of which your company is formed, you must provide the address of the principle office of the company, in whatever state or jurisdiction it is located.

7. The address of the office required to be maintained in the jurisdiction under the laws of which the company is organized, if required; or, if not required, the address of the principal office of the company is:
11334 84th Ave N
Maple Grove, MN 55369

The application must be signed by a member, manager or duly authorized agent.

Executed this 11th day of February, 2006

See A.R.S. §29-601 et seq. for more info.

[Signature] [Signature]
[Print Name] SCOTT FLAHERTY
(Check One) Member Manager Authorized Agent

State of Minnesota

SECRETARY OF STATE

Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

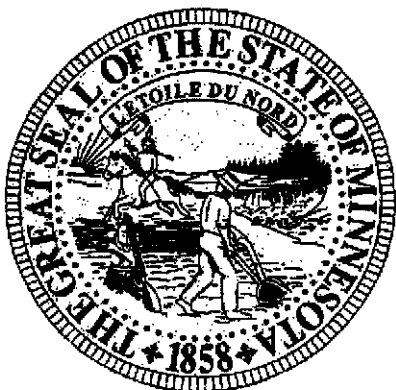
This limited liability company is now legally organized under the laws of Minnesota.

Name: Market Rate Mortgage, LLC

Charter Number: 1687294-2

Chapter Formed Under: 322B

This certificate has been issued on 01/26/2006.



Mary Kiffmeyer
Secretary of State.



COPY

**CORPORATION COMMISSION
CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE**

AZ Corp. Commission



01333478

DUE ON OR BEFORE 04/30/2005

FY04-05

FILING FEE \$45.00

The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§10-121.A. & 10-3121.A. **YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM.** Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation. See instructions on page 4 for proper format.

1. **F-1063455-0
LENDING 1ST MORTGAGE, INC.
19 COASTAL OAK LANE
COTO DE CAZA, CA 92679**

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SEP 19 2005

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CORPORATIONS DIVISION

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JUN 02 2005

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CORPORATIONS DIVISION

Business Phone: _____ (Business phone is optional.)

State of Domicile: **CALIFORNIA** Type of Corporation: **BUSINESS**

2. Statutory Agent: **BILL BOULDEN** Physical Address, if different:
Mailing Address: **2159 MCCULLOCH BLVD #4** Physical Address:
City, State, Zip: **LAKE HAVASU CITY, AZ 86403** City, State, Zip:

ACC USE ONLY	
Fee	\$ <u>45</u> IPR
Penalty	\$ <u>18</u> 6-3-05
Renewal \$	_____
Expedite \$	_____
Resubmit \$	<u>9</u> 9-2005 IPR

Use this box only if appointing a new Statutory Agent

If appointing a new statutory agent, the new agent **MUST** consent to that appointment by signing below.

I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Signature of new Statutory Agent

Printed Name of new Statutory Agent

3. **1012599**
Secondary Address:

1087531

(Foreign Corporations are **REQUIRED** to complete this section).

**% BILL BOULDEN
2159 MCCULLOCH BLVD #4
LAKE HAVASU CITY, AZ 86403**

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

BUSINESS CORPORATIONS

- 1. Accounting
- 2. Advertising
- 3. Aerospace
- 4. Agriculture
- 5. Architecture
- 6. Banking/Finance
- 7. Barber/Cosmetology
- 8. Construction
- 9. Contractor
- 10. Credit/Collection
- 11. Education
- 12. Engineering
- 13. Entertainment
- 14. General Consulting
- 15. Health Care
- 16. Hotel/Motel
- 17. Import/Export
- 18. Insurance
- 19. Legal Services
- 20. Manufacturing
- 21. Mining
- 22. News Media
- 23. Pharmaceutical
- 24. Publishing/Printing
- 25. Raising/Livestock
- 26. Real Estate
- 27. Restaurant/Bar
- 28. Retail Sales
- 29. Science/Research
- 30. Sports/Sporting Events
- 31. Technology(Computers)
- 32. Technology(General)
- 33. Television/Radio
- 34. Tourism/Convention Services
- 35. Transportation
- 36. Utilities
- 37. Veterinary Medicine/Animal Care
- 38. Other _____

NON-PROFIT CORPORATIONS

- 1. Charitable
- 2. Benevolent
- 3. Educational
- 4. Civic
- 5. Political
- 6. Religious
- 7. Social
- 8. Literary
- 9. Cultural
- 10. Athletic
- 11. Science/Research
- 12. Hospital/Health Care
- 13. Agricultural
- 14. Animal Husbandry
- 15. Homeowner's Association
- 16. Professional, commercial Industrial or trade association
- 17. Other _____

5. CAPITALIZATION: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate. PLEASE PRINT OR TYPE CLEARLY.

5a. Please examine the corporation's original Articles of Incorporation for the amount of shares authorized.

Number of Shares/Certificates Authorized Class Series Within Class (if any)

60,000 shares

5b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of shares issued.

Number of Shares/Certificates Issued Class Series Within Class (if any)

40,000 shares

6. SHAREHOLDERS: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation. PLEASE PRINT OR TYPE CLEARLY.

Name: CHRIS Lombardi Name: _____

NONE

Name: CLARK Johnson Name: _____

7. OFFICERS PLEASE PRINT OR TYPE CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: CHRIS Lombardi

Name: Tim McCallister

Title: CEO

Title: VP

Address: 160 S. Old Springs Rd #260
Anaheim Hills CA 92808

Address: 160 S. Old Springs Rd #260
Anaheim Hills CA 92808

Date taking office: 12-11-01

Date taking office: 4-4-05

Name: CLARK JOHNSON

Name: JAMIL ATCHA

Title: President

Title: EVP

Address: 160 S. Old Springs Rd #260
Anaheim Hills CA 92808

Address: 160 S. Old Springs Rd #260
Anaheim Hills CA 92808

Date taking office: 12-11-01

Date taking office: 4-4-05

8. DIRECTORS PLEASE PRINT OR TYPE CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: CHRIS LOMBARDI

Name: CLARK JOHNSON

Address: 160 S. Old Springs Rd #260
Anaheim Hills CA 92808

Address: 160 S. Old Springs Rd #260
Anaheim Hills CA 92808

Date taking office: 1-5-04

Date taking office: 1-5-04

Name: _____

Name: _____

Address: _____

Address: _____

Date taking office: _____

Date taking office: _____

9. FINANCIAL DISCLOSURE (A.R.S. §10-11622.A.9)

Nonprofit corporations must attach a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). All other forms of corporations are exempt from filing a financial disclosure.

9A. MEMBERS (A.R.S. § 10-11622.A.6)

Only Nonprofit Corporations must answer this question. This corporation **DOES** **DOES NOT** have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-11622.A.7)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and/or person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been: [Underlined portion pertains to business corporations only]

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
 - (a) fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) the consumer fraud laws of that jurisdiction, or
 - (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked: YES NO

If "YES", the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

- | | |
|---|---|
| 1. Full name and prior names used. | 5. Date and location of birth. |
| 2. Full birth name. | 6. Social Security Number |
| 3. Present home address. | 7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). | |

11. STATEMENT OF BANKRUPTCY, RECEIVERSHIP or CHARTER REVOCATION (A.R.S. §§10-202.D.2, 10-3202.D.2, 10-1823 & 10-11623)

- A) Has the corporation filed a petition for bankruptcy or appointed a receiver? One box must be marked: YES NO
- B) Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity OR held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?


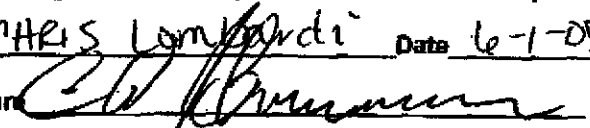
[Underlined portion pertains to business corporations only] One box must be marked: YES NO

If "YES" to A and/or B, the following information must be submitted as an attachment to this report for each person subject to the statement above.

1. The names and addresses of each corporation and the person or persons involved. (e.g. officer, director, trustee or major stockholder)
2. The state in which each corporation was a) incorporated b) transacted business.
3. The dates of corporate operation.
4. If any involved person (listed in #1) has been involved in any other bankruptcy proceeding within the past year, the name and address of each corporation.
5. Date, Case number and Court where the bankruptcy was filed or receiver appointed.
6. Name and address of court appointed receiver.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected.

I declare, under penalty of law that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name <u>Clark Johnson</u> Date <u>6-1-05</u>	Name <u>Chris Lombardi</u> Date <u>6-1-05</u>
Signature 	Signature 
Title <u>President</u>	Title <u>CEO</u>

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)



RECEIVED

OCT 25 2013

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

LLC STATEMENT OF CHANGE OF KNOWN PLACE OF BUSINESS ADDRESS OR STATUTORY AGENT

Read the Instructions L020i

NOTE - no matter what is being changed, numbers 1, 2, 3.1, 4.1, and 4.2 must be completed. The form will be rejected if those sections are not completed.

1. ENTITY NAME - give the exact name of the LLC as currently shown in A.C.C. records:

MAGNUS TITLE AGENCY LLC

2. A.C.C. FILE NUMBER:

L-1708731-0

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

3.1 REQUIRED - list the known place of business address currently shown in A.C.C. records (before any changes):

3.2 Optional - List the NEW known place of business address in Arizona (must be a street or physical address):

Attention (optional)

Attention (optional)

6390 E TANQUE VERDE RD

Address 1

Address 1

Address 2 (optional)

Address 2 (optional)

City TUCSONState AZZip 85715

City

State

Zip

3.3 If you completed 3.2, is the NEW known place of business address in Arizona the same as the street address of the statutory agent? Yes No

4. CURRENT OR EXISTING STATUTORY AGENT - list the name and addresses of the statutory agent as shown in the records of the Arizona Corporation Commission *before any changes* (this is the existing statutory agent):

4.1 REQUIRED - list the **name** and **physical or street address** (not a P.O. Box) in Arizona of the existing statutory agent:

4.2 REQUIRED - list the **mailing address** (if one exists in A.C.C. records) in Arizona of the existing Statutory Agent:

WRIGHT & YONAN PLLC

Statutory Agent Name

NATHAN C. WRIGHT, ESQ.

Attention (optional)

Attention (optional)

1050 E. RIVER RD., #202

Address 1

Address 1

Address 2 (optional)

Address 2 (optional)

City TUCSONState AZZip 85718City TUCSONState AZZip 85718

4.3

CHANGE IN EXISTING STATUTORY AGENT NAME ONLY – if the *name only* of the existing statutory agent listed in number 5.1 above has changed, but a new agent has not been appointed, check the box and give the new name of the existing statutory agent below:

WRIGHT & WRIGHT PLLC

4.4

CHANGE IN EXISTING STATUTORY AGENT ADDRESS – check all that apply and follow instructions:

- STREET ADDRESS CHANGED** – complete number 4.5.
- MAILING ADDRESS CHANGED** – complete number 4.6.

4.5 NEW STREET ADDRESS – give the NEW physical or street address (not a P.O. Box) in Arizona of the existing statutory agent:			4.6 NEW MAILING ADDRESS – give the NEW mailing address in Arizona of the existing statutory agent (can be a P.O. Box):		
Attention (optional) 3390 N. CAMPBELL AVE, STE 100			Attention (optional) 3390 N. CAMPBELL AVE., STE. 100		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City TUCSON	State AZ	Zip 85719	City TUCSON	State AZ	Zip 85719

5. <input type="checkbox"/> NEW STATUTORY AGENT – if a new statutory agent is being appointed, check the box and complete the following for the NEW statutory agent :					
5.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the NEW statutory agent:			5.2 OPTIONAL – mailing address in Arizona of NEW Statutory Agent (can be a P.O. Box):		
Statutory Agent Name			Attention (optional)		
Attention (optional)			Address 1		
Address 1			Address 2 (optional)		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip
5.3 REQUIRED – if you are appointing a new statutory agent, the <u>Statutory Agent Acceptance form M002</u> must be submitted along with this Statement of Change form.					

SIGNATURE – see *Instructions L020i* for who is authorized to make changes:

If the person signing this form is the existing statutory agent changing its own address, then by the signature appearing below, the existing statutory agent certifies *under penalty of perjury* that he or she has given the LLC named in number 1 above written notice of the address change.

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature: Nathan C. Wright Printed Name: Nathan C. Wright, Date: 10/28/13
Member of Wright & Wright PLLC

REQUIRED – check only one and fill in the corresponding blank if signing for an entity:

<input type="checkbox"/> I am the individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named:	<input checked="" type="checkbox"/> I am a Statutory Agent changing only my own address and/or my own name.
---	---	--

Filing Fee: \$5.00 (regular processing) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
--	---

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

NOV 12 2004

**Articles of Organization
of**

DOCS. SUBJECT TO REVIEW
FILE NO. 2-1163698-0 **Morrison Financial Services, LLC**

"EXP"

Pursuant to A.R.S. 29-632, the undersigned state as follows:

Article 1: Name

The name of this Limited Liability Company is:
Morrison Financial Services, LLC
OKTM

Article 2: Registered Office

The address of the registered office in Arizona is:

8929 N. 55th Dr., Glendale, AZ 85302-4708

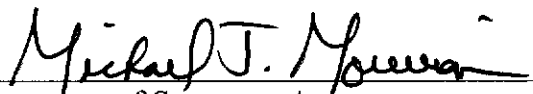
Article 3: Statutory Agent

The name and street address of the Statutory Agent for this company is:

Michael Morrison
8929 N. 55th Dr.
Glendale, AZ 85302-4708

Acceptance of Appointment By Statutory Agent

I Michael J. Morrison, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.



Signature of Statutory Agent

Article 4: Dissolution

The latest date on which the Limited Liability Company must dissolve is **January 1, 2044**.

\$ PAID
85000000
00875166
11-12-04
TM

L-1163698-0

Article 5: Management

Management of this company is reserved to the member(s):
The name and address of each person who is a member is:

Michael J. Morrison, 8929 N. 55th Dr., Glendale, AZ 85302-4708 – Member

EXECUTED this 12th day of November, 2004

Michael J. Morrison
Signature

MICHAEL J. MORRISON
Printed Name

PHONE (623) 878-2530

FAX (623) 878-2241

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
SUBMISSION COVER SHEET

THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC): MORRISON FINANCIAL SERVICES, LLC
L-1163698-0

Please Check or Complete the Appropriate Sections:

A. 1. NEW Entity Filing CHANGE to Existing Entity Resubmission/Corrected Document

2. Domestic (from Arizona) Foreign (organized in another state or country)

3. Profit/Business Corporation (B) Nonprofit Corporation (NP) LLC Trust Other

4. Payment Check # _____ Cash MOD account # _____
Amount: \$ _____ No fee required See attached distribution of funds instructions

5. Processing Expedited (Priority service, \$35 Additional Fee Per Document)
 Regular (usually 2-4 months)

B. Filing Type: (Check one only)

- Articles of Domestication
 Articles of Incorporation
 Articles of Organization
 Application to Transact Business (B)
 Application to Conduct Affairs (NP)
 Application for New Authority
 Application for Registration
 Articles of Amendment
 Articles of Amendment & Restatement

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NOV 12 2004
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

- Publication of _____
 Articles of Correction
 Merger of (name): _____
Into: _____
 Other: _____

C. Special Instructions: _____

D. Extras:
 Certified Copies- _____ (Qty. @ \$5 ea. for corps or \$10 ea. for LLCs) Expedite Certified Copies (\$35 extra)
 Good Standing Certificate- _____ (Qty. @ \$10 ea.) Expedite Good Standing (\$35 extra)

E. RETURN DELIVERY VIA: Mail or Pick Up or Fax # (_____)
The following individual should be called to pick up completed documents:

Name: _____ Phone: (_____) _____

Pick-up by: _____	Date: _____
-------------------	-------------

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: MICHAEL MORRISON Firm: MORRISON FINANCIAL SERVICES, LLC
Address: 8929 N. 55TH DR.
City, State, Zip: GUANOPE, AZ 85302-4708



**AFFIDAVIT OF PUBLICATION
for Corporation Commission**

ARIZONA CAPITOL TIMES

P.O. Box 2260 Phoenix, AZ 85002
Phone: (602) 258-7026 / Fax: (602) 258-2504

STATE OF ARIZONA
County of Maricopa

I, GINGER L. LAMB, as vice president and publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The ARIZONA CAPITOL TIMES, is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published three (3) consecutive times in the newspaper listed above.

DATES OF PUBLICATION:

- 1) June 10, 2005
- 2) June 17, 2005
- 3) June 24, 2005

THE NAME OF THE CORPORATION: NATIONAL CITY MORTGAGE CO.
changing name to
NATIONAL CITY MORTGAGE INC.

CORPORATE FILE NUMBER: F-0761667-3

TYPE OF DOCUMENT: Application for New Authority
(EXAMPLE: Merger between party a and party b; name change from/to; foreign authority with a fictitious name; articles of incorporation; application for authority; articles of organization; amendment; etc.)

AUTHORIZED SIGNATURE: _____
[Handwritten Signature]

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 10TH DAY OF JUNE, 2005.

NOTARY SIGNATURE: Laurene M. Pitzer

1022888
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JUN 13 2005





APPLICATION FOR REGISTRATION OF A FOREIGN LIMITED LIABILITY COMPANY Pursuant to A.R.S. §29-802 et seq.

1. The company name must contain an ending which may be "limited liability company," "limited company," or the abbreviations "L.L.C.," "L.C.," "LLC" or "LC". If you are the holder or assignee of a tradename, attach a copy of the tradename certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be signed by a manager, member or authorized agent.
2. Provide the name of the state or jurisdiction under whose laws your company was formed.
3. Provide the date on which your company organized in the state or jurisdiction under whose laws it was formed.
4. Provide the general character of business you plan to transact in Arizona.
5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a street address/location.

1. The name of the foreign limited liability company is:
Nationstar Mortgage Properties LLC
1. a. If the exact name of the foreign limited liability company is not available for use in this state, then the fictitious name adopted for use by the limited liability company in Arizona is: (FN)
2. The company is organized under the laws of: Delaware (State)
3. The date of the company's formation is: July 6, 2006
4. The purpose of the company or the general character of business it proposes to transact in Arizona is: vehicle to hold and sell foreclosed residential properties
5. The name and street address of the statutory agent for the foreign limited liability company in Arizona is: Corporation Service Company
2338 W. Royal Palm Road, Suite J
Phoenix, AZ 85021

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The agent must consent to the appointment by executing the consent.

I, Corporation Service Company, having been designated to act as (Print Name) statutory agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

By: [Signature] Signature

Corporation Service Company If signing on behalf of a company, print company name here

JOHN H. PELLETIER ASST. VICE PRESIDENT

AZ CORPORATION COMMISSION FILED

AUG 14 2007

FILE NO. R-1387068-3

6. Check which management structure will be applicable to your company. Provide name, title and address for each person.

7. If the jurisdiction under the law of which your company is formed, you must provide the address of the principle office of the company, in whatever state or jurisdiction it is located.

The application must be signed by a member, manager or duly authorized agent.

Attach a certificate of existence or document of similar import duly authenticated (within sixty (60) days) by the official having custody of corporate records in the state, province or county under whose laws the corporation is incorporated.

6. Management Structure (select option A or B):
A Management of the limited liability company is vested in a manager or managers. The names and addresses of each person who is a manager AND each member who owns a twenty percent or greater interest in the capital or profits of the limited liability company are:

Name: Anthony H. Barone [] member manager
Address: 350 Highland Dr. Lewisville, TX 75067
Name: Jesse K. Bray [] member manager
Address: 350 Highland Dr. Lewisville, TX 75067

City, State, Zip: _____
Name: _____ [] member [] manager
Address: _____
City, State, Zip: _____

B Management of the limited liability company is reserved to the members. The names and addresses of each person who is a member are:

Name: _____ Address: _____
City, State, Zip: _____
Name: _____ Address: _____
City, State, Zip: _____

7. The address of the office required to be maintained in the jurisdiction under the laws of which the company is organized; if required; or, if not required, the address of the principal office of the company is:
2711 Centerville Road, Suite 400
Wilmington, DE 19808

Executed this 21 day of August 2007
Signature: Anthony H Barone Print Name (Check One) Member Manager Authorized Agent

PHONE: 469-549-3336 FAX: 214-488-4430

Your phone and fax numbers are optional.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONSTAR MORTGAGE PROPERTIES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NATIONSTAR MORTGAGE PROPERTIES LLC" WAS FORMED ON THE SIXTH DAY OF JULY, A.D. 2006.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5919150

DATE: 08-10-07

4186093 8300

070912508



LIMITED LIABILITY COMPANY
STATEMENT OF ADDRESS CHANGE AND
STATEMENT OF STATUTORY AGENT CHANGE
Pursuant to A.R.S. §§ 29-605 and 29-605.01

FILING FEE \$5.00 (A.R.S. § 29-851)

THIS FORM IS NOT TO BE USED FOR ADDING MEMBERS – IF ADDING MEMBERS PLEASE USE THE AMENDMENT FORM

It is important that the information you provide on this form be correct. To obtain the correct information about the Limited Liability Company's current known place of business and statutory agent, consult the Customer Phone Bank at (602) 542-3026 or the Division's website at www.azcc.gov/divisions/corporations.

1. The exact name of the Limited Liability Company (LLC) currently on file with the Arizona Corporation Commission (ACC) is:

New Land Title Agency, L.L.C.

2. The ACC file number is:

L-1381721-7

C

3. The current address of the LLC's known place of business on file with the ACC is:

638 N Fifth Ave.

Phoenix, AZ 85003

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FEB 03 2009

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

4. The name and **street address*** of the current statutory agent on file with the ACC are:

National Registered Agents, Inc.

638 N. Fifth Ave.

Phoenix, AZ 85003

5. If the LLC was not organized in Arizona, the address of the office required to be maintained in the state of its organization or, if not so required, of the principal office of the foreign LLC is:

6. Is the known place of business in Arizona to be changed?

No

Yes and the address of the new place of business is:

1910 South Stapley Drive

Suite 236

Mesa, AZ 85204

* street address must be a physical address. P.O. Box addresses and personal mail boxes (PMB) will not be accepted.

LLC Name New Land Title Agency, L.L.C. ACC File Number L-1381721-7

7. Is the street address of the current statutory agent to be changed?
 No. Yes, the new street address* of the current statutory agent is:

8. Is a new statutory agent to be appointed?
 No. Yes. If you checked "yes", you must complete the following information and the new statutory agent must accept his/her appointment (below).

The new statutory agent is: _____

New street address* of the statutory agent is:

**Acceptance of Appointment
By Statutory Agent**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named limited liability company effective this _____ day of _____, _____.

Signature: _____

Printed Name: _____ Title: _____

If signing on behalf of a company, please print the company name here.

9. Is the address of one or more of the LLC's members or managers to be changed?
 No. Yes. If you checked "yes", you must complete the following information for each member or manager whose address is to be changed:

Name: <u>K. Hovnanian Developments of Arizona, Inc.</u>	Member or Manager (circle one)
Current Address: <u>3850 E Baseline Rd. #107 Mesa, AZ 85206</u>	New Address: <u>20830 N. Tatum Blvd. Suite 205 Phoenix, AZ 85050</u>

LLC Name New Land Title Agency, LLC ACC File Number L-1381721-7

Name: _____ Member or Manager
(circle one)
Current Address: _____ New Address: _____

Name: _____ Member or Manager
(circle one)
Current Address: _____ New Address: _____

Name: _____ Member or Manager
(circle one)
Current Address: _____ New Address: _____

* street address must be a physical address. P.O. Box addresses and personal mail boxes (PMB) will not be accepted.

Changes to the statutory agent address must be executed by the statutory agent.	A.R.S §§29-605 and 29-605.01 requires that changes to limited liability companies (except for changes to the statutory agent's address) be executed by a member/manager of the LLC.
Dated this _____ day of _____, _____	Dated this <u>27th</u> day of <u>January</u> , <u>2009</u>
Signature: _____	Signature: <u>[Signature]</u>
Printed Name: _____	Printed Name: <u>Peter S. Reinhart</u>
If signing on behalf of a company, please print the company name here.	Title: <u>Senior Vice President of Member:</u> <u>K. Hovnanian Developments of Arizona, Inc.</u>



Arizona Corporation Commission
Corporations Division
1300 Washington Street
1st Floor
Phoenix, AZ 85007-2929

February 2, 2009

RE: Change of Address for New Land Title Agency, L.L.C.

To Whom It May Concern:

Please find attached to this letter a check in the amount of \$5.00 and the appropriate Statement of Address Change form for New Land Title Agency, L.L.C. Should there be any problems with the form please feel free to contact me via phone at (732) 383-2817 or via email at sehlers@khov.com.

Thank you in advance for your attention to this matter.

Sincerely,

Shauna Ehlers
Legal Assistant

THE RECORD REPORTER

~ SINCE 1914 ~

1505 N CENTRAL AVE #200, PHOENIX, AZ 85004-1725
Telephone (602) 417-9900 / Fax (602) 417-9910

Publishing for Maricopa
and Pima Counties

JOANNA PROFFITT
FARHANG & MEDCOFF
4201 N 24 ST #150
PHOENIX, AZ - 85016

RR# 2433490

ARTICLE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
NOVA FINANCIAL & INVESTMENT
CORPORATION

Pursuant to the provision of Arizona Revised Statutes § 10-1006, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is "Nova Financial & Investment Corporation."

SECOND: This document sets forth below an amendment to the Articles of Incorporation (this "Amendment") which was adopted by the Board of Directors and the Shareholders of the corporation on December 26, 2012, in accordance with Arizona Revised Statutes § 10-1003.

THIRD: This Amendment provides for the reclassification of the corporation's two hundred thousand (200,000) authorized common shares, whereas the corporation will be authorized to issue two (2) classes of shares: (1) two thousand (2,000) shares of Class A Voting Shares with full voting power, and (2) one hundred ninety eight thousand (198,000) shares of Class B Non-Voting Shares with no voting power.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS NUMBER OF SHARES
Common Stock 29,260

FIFTH: The number of shares of each class entitled to vote thereon as a class voted for or against this Amendment, respectively, was:

CLASS NUMBER OF SHARES FOR
NUMBER OF SHARES AGAINST

Common Stock 29,260 -0-

IN WITNESS WHEREOF, the undersigned hereby executed this Articles of Amendment to the Articles of Incorporation of Nova Financial & Investment Corporation effective this 26th day of December, 2012

By: Jon Volpe, CEO
By: Ray Desmond, President
1/23, 1/25, 1/28/13

RR-2433490#

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JAN 23 2013

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

AFFIDAVIT OF PUBLICATION

Reference #:

Notice Type: AM - ARTS OF AMENDMENT TO ART OF INC

Ad Description: NOVA FINANCIAL & INVESTMENT CORPORATION
05060440

I, Cathy Fisher, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa (also publishing for Pima County), State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

01/23/2013, 01/25/2013, 01/28/2013

Cathy Fisher

State Of Arizona)
Jss.
County Of Maricopa)

Subscribed and sworn to before me on the 23rd day of January, 2013

Leona J. Gibson
LEONA J. GIBSON
Notary Public — Arizona
Maricopa County
Expires 04/15/2015





AZ CORPORATION COMMISSION
FILED

DO NOT PUBLISH
THIS SECTION

1. The corporate name must contain a corporate entity which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach a Trade Name Certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a physical street address/location.

JUN 05 2008

APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA

FILE NO. F14553551

Pursuant to A.R.S. Title 10, Chapter 15 and 38

The name of the corporation is: Paramount Residential Mortgage Group, Inc.

A(n) California Corporation
(State, Province or Country)

We are a foreign corporation applying for authority to transact business in the state of Arizona.

1. The exact name of the foreign corporation is:
Paramount Residential Mortgage Group, Inc.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN)

2. The name of the state, province or country in which the foreign corporation is incorporated is:

California

3. The foreign corporation was incorporated on the 27th day of July 2001 and the period of its duration is: perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

2280 Wardlow Circle, Suite 220
Corona, Ca 92880

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

CT Corporation System
2394 East Camelback Road
Phoenix, AZ 85016

AZ CORPORATION COMMISSION
FILED

JUL 03 2008

FILE NO. F-14553551

Arizona Corporation Commission
Corporations Division

DO NOT PUBLISH THIS SECTION

5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

1351 East Vaughn Avenue
Gilbert, AZ 85234

5.b. Indicate to which address the Annual Report should be mailed

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 or 5a _____

6. If the purpose of your corporation has any limitations please indicate. If not, state no limitations or leave blank.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

n/a

7. The names and business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: Paul Rozo President [title]

Address: 2280 Wardlow Circle, Suite 220
City, State, Zip Corona Ca 92880

Name: Robert Holliday Secretary [title]

Address: 2280 Wardlow Circle, Suite 220
City, State, Zip Corona Ca 92880

Name: _____ [title]

Address: _____

City, State, Zip _____

8. The total number of authorized shares cannot be zero or AN/A. Include authorized, not issued shares in this section.

8. The foreign corporation is authorized to issue 10,000 shares, itemized as follows: (Attach additional sheets if necessary.)

10,000 shares of common [class or series] stock at no par value or par value of \$ _____ per share

_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

DO NOT PUBLISH THIS SECTION

9. The total number of issued shares cannot be AN/A.

The Application must be accompanied by the following: CA Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

CA certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, '8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, provinces or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by executing the consent.

9. The foreign corporation has issued 10,000 shares, itemized as follows:

10,000 shares of common [class or series] stock at no par value or par value of \$ _____ per share.

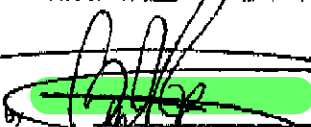
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

mortgage bank

Dated this 27th day of May 2008.

Executed by 
Duly Authorized Officer or Director

Paul Rozo President
[print name] [title]

PHONE 951-278-0000 FAX 951-278-5630
[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation

effective this 29th day of MAY 2008.


Signature

MARGARET FITZPATRICK
[Print Name]

CT CORPORATION SYSTEM

[if signing on behalf of a company serving as statutory agent, print company name here]

**PROFIT
CERTIFICATE OF DISCLOSURE**
Pursuant to A.R.S. §10-202. (D).

Paramount Residential Mortgage
EXACT CORPORATE NAME Group, Inc.

- A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?;
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name, prior name(s) and aliases, if used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- C. Has any person serving as an officer, director, trustee, incorporator or holder of over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy, receivership or charter revocation of the other corporation?

Yes _____ No

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|---|---|
| 1. Name and address of the corporation. | 3. State(s) in which the corporation:
(a) Was incorporated. (b) Has transacted business. |
| 2. Full name (including aliases) and address of each person involved. | 4. Dates of corporate operation. |
| | 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution. |

D. The fiscal year end adopted by the corporation is _____

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above.
THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

PRINT NAME Paul ROZO PRINT NAME Robert Holliday
TITLE President DATE 5/27/08 TITLE Secretary DATE 5/27/08

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

**State of California
Secretary of State**

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the 24th day of July 2001 **PARAMOUNT RESIDENTIAL MORTGAGE GROUP, INC.** became recognized under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal of
the State of California this day of
May 29, 2008



Debra Bowen

**DEBRA BOWEN
Secretary of State**

State of California
Secretary of State

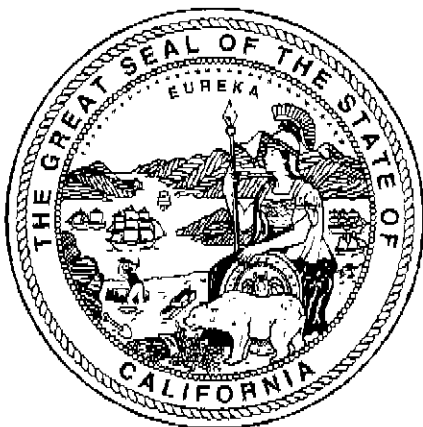


I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 28 2008



DEBRA BOWEN
Secretary of State

2352190

ARTICLES OF INCORPORATION OF

Paramount Residential Mortgage Corporation

FILED
In the office of the Secretary of State
of the State of California

JUL 24 2001

I

The name of this Corporation is: Paramount Residential Mortgage Corporation

Bill Jones
BILL JONES, Secretary of State

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Robert L. Cardoza
9035 Haven Avenue, Suite #201
Rancho Cucamonga, California 91730-5426

IV

This Corporation is authorized to issue only one class of shares of stock; and the total number of shares, which this corporation is authorized to issue, is 10,000.

DATED: 7/23/01

Robert L. Cardoza
Robert L. Cardoza, MBA, Ph.D.

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Robert L. Cardoza
Robert L. Cardoza, MBA, Ph.D.



A0629794

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 20 2005

A handwritten signature in cursive script, which appears to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

A0629794

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUN 15 2005

The undersigned certify that:

1. They are the president and the secretary, respectively, of Paramount Residential Mortgage Corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows: The name of this corporation is

PARAMOUNT RESIDENTIAL MORTGAGE GROUP, INC.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 14, 2005



Paul Roza, President



Robert Holliday, Secretary





DO NOT PUBLISH THIS SECTION

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a trade name or trademark, attach the Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical street address/location.

APPLICATION FOR NEW AUTHORITY TO TRANACT BUSINESS IN ARIZONA

Pursuant to A.R.S. §§ 10-1504 & 10-11504

The name of the corporation is: PRMI Inc. (FN)

A(n) Nevada Corporation (State, Province or Country)

X We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:

- Our actual corporate name (or the name under which we originally obtained authority in Arizona).
The period of our duration.
The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

Primary Residential Mortgage, Inc.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Nevada

3. The foreign corporation was incorporated on the 13 day of May 1997 and the period of its duration is: perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

The Corporations Trust Company of Nevada
6100 Neil Road, Ste 500
Reno, NV 89511

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

CT Corporation System
2394 East Camelback Rd.
Phoenix, AZ 85016

Arizona Corporation Commission Corporations Division

AZ CORPORATION COMMISSION FILED

MAR 17 2010

F-08290039

FILE NO. CF-0026 Rev: 10/2009

DO NOT PUBLISH THIS SECTION

5b. Indicate to which address the Annual Report should be mailed.

6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If not, state no limitations or leave blank.

8. The total number of shares authorized (not issued) cannot be blank or "Not Applicable." Number must match Articles of Incorporation in domicile state.

5a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

PRMI, Inc. (FN) - ~~xx~~ to be changed to Primary Residential Mort.
1725 S. Berry Knoll Blvd.
Centennial Park, AZ 86021 Inc.

5b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 _____ or 5a .

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: Please See attached [title]

Address: _____

City, State, Zip _____

Name: _____ [title]

Address: _____

City, State, Zip _____

Name: _____ [title]

Address: _____

City, State, Zip _____

Name: _____ [title]

Address: _____

City, State, Zip _____

8. The foreign corporation is authorized to issue 1000 shares, itemized as follows: (Attach additional sheets if necessary.)

1000 shares of Common [class or series] stock at _____ no par value or par value of \$ 1000.00 per share.

_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

DO NOT PUBLISH THIS SECTION

9. The total number of shares issued cannot be blank or "N/A". If no shares have been issued, put the word "none" or "zero" or the number 0. Include only shares actually issued.

The Application must be accompanied by the following:
Ⓞ A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Ⓞ A certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by executing the consent.


9. The foreign corporation has issued 625 shares, itemized as follows:

625 shares of COMMON [class or series] stock at _____ no par value or par value of \$ _____ per share.
____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.
____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Residential Mortgage Lending

Dated this 16th day of March, 2010.

Executed by: 

Duly Authorized Officer or Director
David B. Zitting
[print name] [title]

PHONE (801) 596-8707 [optional] FAX (801) 533-3049 [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 16th day of March, 2010.

Hiedi M. Liesch
Signature
Hiedi Liesch
Assistant Secretary
[Print Name]

C T Corporation System
[If signing on behalf of a company serving as statutory agent, print company name here]

List of Officers, Owners, and Directors
Primary Residential Mortgage, Inc

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>	<u>BUSINESS ADDRESS</u>
David G Zitting President/CEO	470 Hidden Lake Circle Bountiful, UT 84010	4750 W Wiley Post Way Suite 200 Salt Lake City, UT 84116
Tom M George EVP	1448 East Vine Meadow Circle Salt Lake City, UT 84121	4750 W Wiley Post Way Suite 200 Salt Lake City, UT 84116
Steven R Chapman Secretary/Treasure/ CFO	695 W 2240 N Pleasant Grove, UT 84062	4750 W Wiley Post Way Suite 200 Salt Lake City, UT 84116
Jeffrey M Zitting Owner	627 7 th Ave Salt Lake City, UT 84103	4750 W Wiley Post Way Suite 200 Salt Lake City, UT 84116
Gordon Tree Zitting Board of Directors/ Owner	324 Quail Creek Ranch Lane Hurricane, UT 84737	1745 West 500 South Salt Lake City, UT 84104
Joseph Knudson Board of Directors	1305 Imperia Drive Henderson, NV 89052	1725 S Berry Knoll Blvd Centennial Park, AZ 86021
Kenneth C Knudson Board of Directors	2025 S Willow St Centennial Park, AZ 86021	1725 S Berry Knoll Blvd Centennial Park, AZ 86021
Carla Burton Board of Directors	1705 S Taylor Court Centennial Park, AZ 86021	1725 S Berry Knoll Blvd Centennial Park, AZ 86021

BOARD OF DIRECTORS: TERMS DO NOT EXPIRE – THEY ARE PERPETUAL



March 9, 2010

Arizona State Corporations Division
1300 W Washington
Phoenix, Az 85007
Phone (602) 542-3026

RE: Changing Company name to true name

To Whom It May Concern:

This filing is a request to change our Company name PRMI Inc. (FN) to our true company name which is Primary Residential Mortgage Inc. I was instructed by Rachel Sainz with your department to include a cover letter, explaining our situation. We are licensed with the Forced Name: PRMI Inc. (FN) because at the time our company was obtaining a company license in Arizona, our true name was not available. We did at the time of initial licensing register our true name with the Arizona Secretary of State. I have enclosed a copy of our current 'Trade name certificate'. We have searched the Corporation Commissions website, and we are the only owners of this name, in all filings. We would like to now change our forced name, 'PRMI Inc. (FN)' to 'Primary Residential Mortgage Inc.' By the generous guidance of Rachel Sainz, she also instructed us to submit an 'Application of New Authority', and include the information that she did consult with the Deputy Director for these instructions. Included in this letter you will find the 'Application for new Authority', a copy of our Company License, and our Trade name certificate from the AZ Secretary of State. Please contact me for any questions on the contents of our Application.

Thank you very much for your careful consideration,

A handwritten signature in black ink, appearing to read "Laura Zitting", is written over the typed name and title.

Laura Zitting
Licensing Manager
Primary Residential Mortgage, Inc.
4750 West Wiley Post Way, Suite 200
Salt Lake City, UT 84116
Phone 801-596-8707 ext. 1968
Fax 801-533-3049
E-mail lazitting@primeres.com



NO FILING FEE REQUIRED

CORPORATION
STATEMENT OF CHANGE OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT
Pursuant to A.R.S. §§10-502, 10-1508, 10-11508 & 10-3502

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Customer Call Center (602) 542-3026 or our web site, www.azcc.gov/divisions/corporations to obtain the correct information.

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:

QUALITY LOAN SERVICE CORPORATION

2. The ACC file number is F-0806418-6

3. The known place of business currently on file with the ACC is:

MCCARTHY HOLTHUS LEVINE
3636 N CENTRAL STE 1050
PHOENIX, AZ 85012

RECEIVED

JAN 14 2011

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

4. The name and street address of the current statutory agent on file with the ACC is:

MCCARTHY HOLTHUS LEVINE
3636 N CENTRAL STE 1050
PHOENIX, AZ 85012

5. (A) The known place of business in ARIZONA is to be changed. The street address of the new known place of business is:

8502 E VIA DE VENTURA, SUITE 200
SCOTTSDALE, AZ 85258

(B) Foreign corporations only:
The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

Indicate which address in which general correspondence can be mailed.

5(A) or 5(B) _____.

6. (A) The address of the statutory agent is to be changed.* (If the statutory agent has a P.O. box or personal mail box (PMB) then he/she must also provide a physical location/address).

If only changing the statutory agent's address, the statutory agent is the only individual who must sign this statement. * By signing this document, the statutory agent acknowledges that he/she has given the corporation written notice of this change.

Corporation Name: QUALITY LOAN SERVICE CORP

File Number: F-0806418-6

- (B) The statutory agent in ARIZONA is to be changed. The name and street address of the new statutory agent is:

PAUL M LEVINE
8502 E VIA DE VENTURA, SUITE 200
SCOTTSDALE, AZ 85258

The new statutory agent must accept his/her appointment as the new statutory agent.

**Acceptance of Appointment
By Statutory Agent****

**(required only if a new statutory agent is being appointed)

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 13 day of January, 2011

Signature: Paul Levine

Printed Name: PAUL LEVINE Title: ATTY

If signing on behalf of a company, please print the company name here.

Statutory agent must sign only if changing his/her address (Item 6(A)).

Dated this _____ day of _____, _____

Signature: _____

Printed Name: _____

If signing on behalf of a company, please print the company name here.

Changes to corporation(s) other than changes to a statutory agent's address, must be executed by an officer of the corporation.

Dated this 13 day of January, 2011

Signature: Paul Levine

Printed Name: PAUL LEVINE

Title: ATTY



**STATEMENT OF CHANGE
OF
REGISTERED ADDRESS
OF
SUBURBAN MORTGAGE, INC.
an Arizona corporation**

(A.C.C. File No. 02083971)

1. The name of the corporation is **Suburban Mortgage, Inc.**
2. The address of its current registered office is 11221 N. 28th Street, Suite E-100, Phoenix, Arizona 85029.
3. The address of its registered office shall be changed to:

2510 West Dunlap
Fifth Floor
Phoenix, AZ 85029

Dated this 14th day of July 2003.

SUBURBAN MORTGAGE, INC.,
an Arizona corporation

By: Thomas F. Reid
Its: President

RECEIVED
NO #
MAR 23 2004
00253656
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION



**STATE OF ARIZONA
CORPORATION COMMISSION
CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE**

AZ Corp. Commission

01130920

DUE ON OR BEFORE 04/08/2005

FY04-05

FILING FEE \$45.00

The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§10-121.A. & 10-3121.A. **YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM.** Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation. See instructions on page 4 for proper format.

1. F-0776730-7
SUNTRUST MORTGAGE, INC.
MC MTG 1735
901 SEMMES AVE
RICHMOND, VA 23224

**RECEIVED
FEB 17 2005**

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Business Phone: _____ (Business phone is optional.)

State of Domicile: VIRGINIA **Type of Corporation:** BUSINESS

2. **Statutory Agent:** CORPORATION SERVICE COMPANY **Physical Address, If Different.**
Mailing Address: 2338 W ROYAL PALM RD STE-J **Physical Address:**
City, State, Zip: PHOENIX, AZ 85021 **City, State, Zip:**

ACC USE ONLY	
Fee \$	45 ^{IPR} ₂₋₁₇₋₀₅
Penalty \$	_____
Reinstate \$	_____
Expedite \$	_____
Resubmit \$	_____

Use this box only if appointing a new Statutory Agent

*If appointing a new statutory agent, the new agent **MUST** consent to that appointment by signing below.*

I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Signature of new Statutory Agent

Printed Name of new Statutory Agent

3. **Secondary Address:**

(Foreign Corporations are **REQUIRED** to complete this section).

**7250 16TH ST #100
PHOENIX, AZ 85020**

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

- | BUSINESS CORPORATIONS | NON-PROFIT CORPORATIONS |
|---|--|
| <ul style="list-style-type: none"> <input type="checkbox"/> 1. Accounting <input type="checkbox"/> 2. Advertising <input type="checkbox"/> 3. Aerospace <input type="checkbox"/> 4. Agriculture <input type="checkbox"/> 5. Architecture <input type="checkbox"/> 6. Banking/Finance <input type="checkbox"/> 7. Barbers/Cosmetology <input type="checkbox"/> 8. Construction <input type="checkbox"/> 9. Contractor <input type="checkbox"/> 10. Credit/Collection <input type="checkbox"/> 11. Education <input type="checkbox"/> 12. Engineering <input type="checkbox"/> 13. Entertainment <input type="checkbox"/> 14. General Consulting <input type="checkbox"/> 15. Health Care <input type="checkbox"/> 16. Hotel/Motel <input type="checkbox"/> 17. Import/Export <input type="checkbox"/> 18. Insurance <input type="checkbox"/> 19. Legal Services | <ul style="list-style-type: none"> <input type="checkbox"/> 1. Charitable <input type="checkbox"/> 2. Benevolent <input type="checkbox"/> 3. Educational <input type="checkbox"/> 4. Civic <input type="checkbox"/> 5. Political <input type="checkbox"/> 6. Religious <input type="checkbox"/> 7. Social <input type="checkbox"/> 8. Literary <input type="checkbox"/> 9. Cultural <input type="checkbox"/> 10. Athletic <input type="checkbox"/> 11. Science/Research <input type="checkbox"/> 12. Hospital/Health Care <input type="checkbox"/> 13. Agricultural <input type="checkbox"/> 14. Animal Husbandry <input type="checkbox"/> 15. Homeowner's Association <input type="checkbox"/> 16. Professional, commercial industrial or trade association <input type="checkbox"/> 17. Other _____ |
| <ul style="list-style-type: none"> <input type="checkbox"/> 20. Manufacturing <input type="checkbox"/> 21. Mining <input type="checkbox"/> 22. News Media <input type="checkbox"/> 23. Pharmaceutical <input type="checkbox"/> 24. Publishing/Printing <input type="checkbox"/> 25. Ranching/Livestock <input type="checkbox"/> 26. Real Estate <input type="checkbox"/> 27. Restaurant/Bar <input type="checkbox"/> 28. Retail Sales <input type="checkbox"/> 29. Science/Research <input type="checkbox"/> 30. Sports/Sporting Events <input type="checkbox"/> 31. Technology(Computers) <input type="checkbox"/> 32. Technology(General) <input type="checkbox"/> 33. Television/Radio <input type="checkbox"/> 34. Tourism/Convention Services <input type="checkbox"/> 35. Transportation <input type="checkbox"/> 36. Utilities <input type="checkbox"/> 37. Veterinary Medicine/Animal Care <input checked="" type="checkbox"/> 38. Other <u>Mortgage Lending</u> | |

5. CAPITALIZATION: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate. **Please Print or Type Clearly.**

5a. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized**.

Number of Shares/Certificates Authorized	Class	Series Within Class (if any)
<u>3,000</u>	<u>Common</u>	<u>n/a</u>

5b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of **shares issued**.

Number of Shares/Certificates Issued	Class	Series Within Class (if any)
<u>2,726</u>	<u>Common</u>	<u>n/a</u>

6. SHAREHOLDERS: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation. **Please Type or Print Clearly.**

Name: SunTrust Bank (parent company) Name: _____
100%

NONE

Name: _____ Name: _____

7. OFFICERS Please Type or Print Clearly. You Must List at Least One.

Name: Sterling Edmunds, Jr.

Name: Robert S. Reynolds

Title: CEO/Chairman

Title: VP

Address: 901 Semmes Ave.

Address: 901 Semmes Ave.

Richmond, VA 23224

Richmond VA 23224

Date taking office: 10/1/99

Date taking office: 10/1/99

Name: Julee W. Andrews

Name: Cori Spain

Title: CFO/Treasurer

Title: Assistant Corporate Secretary

Address: 901 Semmes Ave.

Address: 901 Semmes Ave.

Richmond VA 23224

Richmond VA 23224

Date taking office: 8/2/01

Date taking office: 12/16/02

8. DIRECTORS Please Type or Print Clearly. You Must List at Least One.

Name: Sterling Edmunds, Jr.

Name: Robert S. Reynolds

Address: 901 Semmes Ave.

Address: 901 Semmes Ave.

Richmond VA 23224

Richmond VA 23224

Date taking office: 10/1/99

Date taking office: 10/1/99

Name: Julee W. Andrews

Name: Cheryl A. Nolda

Address: 901 Semmes Ave.

Address: 901 Semmes Ave.

Richmond, VA 23224

Richmond, VA 23224

Date taking office: 8/2/01

Date taking office: 7/1/02

9. FINANCIAL DISCLOSURE (A.R.S. §10-11622.A.9)

Nonprofit corporations **must attach** a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). All other forms of corporations are exempt from filing a financial disclosure. n/a

9A. MEMBERS (A.R.S. § 10-11622.A.6)

Only Nonprofit Corporations must answer this question. N/A This corporation **DOES** **DOES NOT** have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-11622.A.7)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and/or person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been: **[Underlined portion pertains to business corporations only]**

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
 - (a) fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) the consumer fraud laws of that jurisdiction, or
 - (c) the antitrust or restraint of trade laws of that jurisdiction?

One box **must** be marked: YES NO

If "YES", the following information **must be submitted** as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

- | | |
|---|---|
| 1. Full name and prior names used. | 5. Date and location of birth. |
| 2. Full birth name. | 6. Social Security Number |
| 3. Present home address. | 7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). | |

11. STATEMENT OF BANKRUPTCY, RECEIVERSHIP or CHARTER REVOCATION (A.R.S. §§10-202.D.2, 10-3202.D.2, 10-1623 & 10-11623)

A) Has the corporation filed a petition for bankruptcy or appointed a receiver? One box **must** be marked: YES NO

B) Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity OR held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

[Underlined portion pertains to business corporations only] One box **must** be marked: YES NO

If "YES" to A and/or B, the following information **must be submitted** as an attachment to this report for each person subject to the statement above.

1. The names and addresses of each corporation and the person or persons involved. (e.g. officer, director, trustee or major stockholder)
2. The state in which each corporation was a) incorporated b) transacted business.
3. The dates of corporate operation.
4. If any involved person (listed in #1) has been involved in any other bankruptcy proceeding within the past year, the name and address of each corporation.
5. Date, Case number and Court where the bankruptcy was filed or receiver appointed.
6. Name and address of court appointed receiver.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected.

I declare, under penalty of law that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name Cori Spain Date 2/16/05 Name _____ Date _____

Signature  Signature _____

Title Licensing Officer/Asst. Corporate Secretary Title _____
(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)



▲ CORPORATION COMMISSION
FILED

JUL 01 2008

FILE NO. R-13300313

DO NOT WRITE ABOVE THIS LINE, FOR ACC USE ONLY

ARTICLES OF AMENDMENT
OF
FOREIGN LIMITED LIABILITY COMPANY

A Our actual name (or the name under which we originally obtained a certificate of Registration in Arizona) is:

Morrison Home Funding, LLC

We are a(n) Florida

(State, Province or Country of its organization)

Limited Liability Company authorized to do business in the state of

Arizona and now must file Articles of Amendment pursuant A.R.S. § 29-805 because we have changed the following:

B The new name in state of organization is:

Taylor Morrison Home Funding, LLC

If the exact name of the foreign LLC is not available for use in this state, then the fictitious name adopted by the manager, member or authorized agent in Arizona is:

[Empty box for fictitious name]

(Please submit a copy of the company's resolution adopting the fictitious name)

C Other changes: _____

Attached hereto is a certified copy of the foreign limited liability company's amendment, restatement or otherwise of its Articles of Organization filed in its state of organization.

EXECUTED by (signature) Tawn Kelley

Check one: Member Manager Authorized Agent

Printed Name: Tawn Kelley

If signing on behalf of a company, print company name here

STATE OF ARIZONA

Department of State



TRADE NAME CERTIFICATION

TAYLOR MORRISON HOME FUNDING

I, Janice K. Brewer, Secretary of State, do hereby certify that in accordance with the Trade Name Application filed in this Office, the Trade Name herein certified has been duly registered pursuant to Section 44-1460, Arizona Revised Statutes, in behalf of:

MORRISON HOME FUNDING. LLC
555 WINDERLEY PLACE
SUITE 340
MAITLAND FL 32751-

10/15/2007 Application



Registration Date: 10/15/2007

Expiration Date: 10/15/2012

Date First Used: 10/15/2007

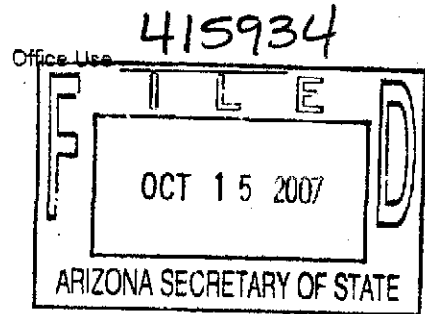
Trade Name No.: 415934

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Arizona. Done at Phoenix, the capitol, this 15 day of October, 2007.

Janice K. Brewer

JANICE K. BREWER

Please mail Registration to:
 Secretary of State Jan Brewer / Trade Name Division
 1700 West Washington 7th Fl. Phoenix, Arizona 85007
 Walk-in service: 14 N. 18th Ave., Phoenix, Arizona
 Tucson Office: 400 W. Congress, Ste. 252
 (602) 542-6187
 (800) 458-5842 (within Arizona)
 Filing Fee: \$10.00



APPLICATION FOR REGISTRATION OF TRADE NAME
 (A.R.S. §44-1460)

The Registration of Trade Names and Trademarks is not legally required in Arizona, but is an accepted business practice. This is a registration for an Arizona Trade Name only in accordance with A.R.S. §44-1460. The registration of a trade name is a public record and does not constitute exclusive rights to the holder of the name. Names with a corporate ending (e.g., Inc., LLC or Ltd.) are not acceptable.

Please clearly print or type your application to avoid registration errors.

Name, title or designation to be registered: **Taylor Morrison Home Funding**

Name of Applicant(s): Morrison Home Funding, LLC
 (If more than 1 applicant, an "or" designation is assumed unless otherwise indicated)

Your certificate and renewal notices are dependent on accurate address information including suite numbers. Remember to update your registration if you move.

Business Address: 555 Winderley Place, Suite 340 Maitland FL 32751
 Street or Box Number City State Zip

Phone (Optional): _____

Applicant must check one. Do not select "Corporation" or "LLC" if you are not currently incorporated, or your application will be returned to you.

- Individual
- Partnership
- Corporation
- Foreign corporation licensed to do business in Arizona
- Association
- LLC
- Organization
- Other _____

The date in which the name, title or designation was first used by the applicant within this state. This date must be today's date or prior to today's date: 10 15 2007
 Month Day Year

General nature of business conducted: Real Estate

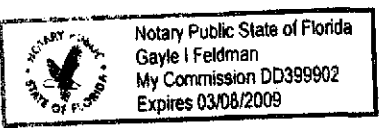
Morrison Home Funding, LLC, by Tawn L. Kelley
 Applicant's Printed Name Applicant's Signature

 Applicant's Printed Name Applicant's Signature

State of Florida
 County of Orange


On this 10 day of October, 2007 Morrison Home Funding, LLC/Tawn Kelley
 (Name of Applicant)

personally appeared before me and acknowledged that he/she signed this document for it's stated purpose.



Gayle I Feldman
 Notary Public

State of Florida



Department of State

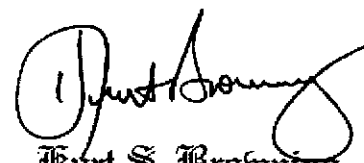
I certify the attached is a true and correct copy of Articles of Amendment, filed on March 27, 2008, to the Articles of Organization for MORRISON HOME FUNDING, LLC which changed its name to TAYLOR MORRISON HOME FUNDING, LLC, a Florida limited liability company, as shown by the records of this office.

The document number of this limited liability company is L01000014034.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-fourth day of June, 2008



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION OF
MORRISON HOME FUNDING, LLC,
A FLORIDA LIMITED LIABILITY COMPANY
Document Number: L01000014034

FIRST: The date of filing of the Articles of Organization was August 20, 2001.

SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company:

A. Article I - Name, is hereby deleted and replaced in its entirety as follows:

"ARTICLE I - Name

The name of the Limited Liability Company is:

Taylor Morrison Home Funding, LLC."

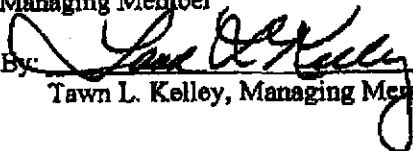
THIRD: The effective date of these Articles of Amendment shall be the date of filing with the Florida Department of State.

FOURTH: The remainder of the Articles of Organization shall remain unchanged and in full force and effect.

Executed this 27 day of March, 2008.

Morrison Home Funding, LLC

By: Mortgage Funding Direct Ventures, LLC
Managing Member

By: 
Tawn L. Kelley, Managing Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR 27 AM 8:36



WEB FORM COPY

STATE OF ARIZONA CORPORATION COMMISSION CORPORATION ANNUAL REPORT & CERTIFICATE OF DISCLOSURE



DUE ON OR BEFORE 11/18/2004

FY04-05

FILING FEE \$45.00

The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§10-121.A. & 10-3121.A. YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation. See instructions on page 4 for proper format.

- 1. F-0894959-1
TITLE SOURCE, INC.
1450 W LONG LAKE STE 400
TROY, MI 48098

RECEIVED

NOV 18 2005

ARIZONA CORP. COMMISSION CORPORATIONS DIVISION

Business Phone: _____ (Business phone is optional.)

State of Domicile: MICHIGAN Type of Corporation: BUSINESS

- 2. Statutory Agent: NATIONAL REGISTERED AGENTS INC Physical Address, If Different.
Mailing Address: 638 N FIFTH AVE Physical Address:
City, State, Zip: PHOENIX, AZ 85003 City, State, Zip:

ACC USE ONLY

Fee \$ 45

Penalty \$ 54 11/22/05

Reinstate \$ _____

Expedite \$ _____

Resubmit \$ _____

Use this box only if appointing a new Statutory Agent

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below.

I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Signature of new Statutory Agent

Printed Name of new Statutory Agent

- 3. Secondary Address:

(Foreign Corporations are REQUIRED to complete this section).

% NATIONAL REGISTERED AGENTS INC.
638 N FIFTH AVE
PHOENIX, AZ 85003

- 4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

BUSINESS CORPORATIONS

- 1. Accounting
- 2. Advertising
- 3. Aerospace
- 4. Agriculture
- 5. Architecture
- 6. Banking/Finance
- 7. Barbers/Cosmetology
- 8. Construction
- 9. Contractor
- 10. Credit/Collection
- 11. Education
- 12. Engineering
- 13. Entertainment
- 14. General Consulting
- 15. Health Care
- 16. Hotel/Motel
- 17. Import/Export
- 18. Insurance
- 19. Legal Services
- 20. Manufacturing
- 21. Mining
- 22. News Media
- 23. Pharmaceutical
- 24. Publishing/Printing
- 25. Raising/Livestock
- 26. Real Estate
- 27. Restaurant/Bar
- 28. Retail Sales
- 29. Science/Research
- 30. Sports/Sporting Events
- 31. Technology(Computers)
- 32. Technology(General)
- 33. Television/Radio
- 34. Tourism/Convention Services
- 35. Transportation
- 36. Utilities
- 37. Veterinary Medicine/Animal Care
- 38. Other TITLE INSURANCE

NON-PROFIT CORPORATIONS

- 1. - Charitable
- 2. - Benevolent
- 3. - Educational
- 4. - Civic
- 5. - Political
- 6. - Religious
- 7. - Social
- 8. - Literary
- 9. - Cultural
- 10. - Athletic
- 11. - Science/Research
- 12. - Hospital/Health Care
- 13. - Agricultural
- 14. - Animal Husbandry
- 15. - Homeowner's Association
- 16. - Professional, commercial Industrial or trade association
- 17. - Other _____

5. CAPITALIZATION: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate. PLEASE PRINT OR TYPE CLEARLY.

5a. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized**.

Number of Shares/Certificates Authorized	Class	Series Within Class (if any)
<u>1,000</u>	<u>COMMON</u>	<u>NA</u>

5b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of **shares issued**.

Number of Shares/Certificates Issued	Class	Series Within Class (if any)

6. SHAREHOLDERS: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation. PLEASE PRINT OR TYPE CLEARLY.

Name: RHI Name: _____

NONE

Name: _____ Name: _____

7. OFFICERS PLEASE PRINT OR TYPE CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: JEFFREY EISENSHADT Name: BRIAN HUGHES

Title: PRESIDENT/CHAIRMAN/CEO Title: TREASURER

Address: 1450 W. LONG LAKE, STE 400 Address: 20555 VICTOR PARKWAY, STE 180
TROY, MI 48098 LIVONIA, MI 48152

Date taking office: MAY 1997 Date taking office: OCTOBER 2000

Name: _____ Name: _____

Title: _____ Title: _____

Address: _____ Address: _____

Date taking office: _____ Date taking office: _____

8. DIRECTORS PLEASE PRINT OR TYPE CLEARLY. YOU MUST LIST AT LEAST ONE.

Name: JEFFREY EISENSHADT Name: _____

Address: 1450 W. LONG LAKE, STE 400 Address: _____
TROY, MI 48098

Date taking office: MAY 1997 Date taking office: _____

Name: _____ Name: _____

Address: _____ Address: _____

Date taking office: _____ Date taking office: _____

9. FINANCIAL DISCLOSURE (A.R.S. §10-11622.A.9)

Nonprofit corporations must attach a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). All other forms of corporations are exempt from filing a financial disclosure.

9A. MEMBERS (A.R.S. § 10-11622.A.6)

Only Nonprofit Corporations must answer this question.

This corporation **DOES** **DOES NOT** have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-11622.A.7)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and/or person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been: [Underlined portion pertains to business corporations only]

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
 - (a) fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) the consumer fraud laws of that jurisdiction, or
 - (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked: YES NO

If "YES", the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

- | | |
|---|---|
| 1. Full name and prior names used. | 5. Date and location of birth. |
| 2. Full birth name. | 6. Social Security Number |
| 3. Present home address. | 7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). | |

11. STATEMENT OF BANKRUPTCY, RECEIVERSHIP or CHARTER REVOCATION (A.R.S. §§10-202.D.2, 10-3202.D.2, 10-1623 & 10-11623)

A) Has the corporation filed a petition for bankruptcy or appointed a receiver? One box must be marked: YES NO

B) Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity OR held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

[Underlined portion pertains to business corporations only] One box must be marked: YES NO

If "YES" to A and/or B, the following information must be submitted as an attachment to this report for each person subject to the statement above.

1. The names and addresses of each corporation and the person or persons involved. (e.g. officer, director, trustee or major stockholder)
2. The state in which each corporation was a) incorporated b) transacted business.
3. The dates of corporate operation.
4. If any involved person (listed in #1) has been involved in any other bankruptcy proceeding within the past year, the name and address of each corporation.
5. Date, Case number and Court where the bankruptcy was filed or receiver appointed.
6. Name and address of court appointed receiver.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected.

I declare, under penalty of law that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name JEFFREY EISENSHITAD Date _____ Name _____ Date _____
 Signature [Signature] Signature _____
 Title PRESIDENT / CHAIRMAN / CEO Title _____

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)

5. CAPITALIZATION: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized**. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of **shares issued**. **Please Print or Type Clearly.**

Number of Shares/Certificates Authorized	Class	Series Within Class (if any)
<u>1000</u>	<u>A</u>	<u>Common</u>
Number of Shares/Certificates Issued	Class	Series Within Class (if any)
<u>1000</u>	<u>A</u>	<u>Common</u>

6. SHAREHOLDERS: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation. **Please Type or Print Clearly.**

Name: _____ Name: _____
 Name: _____ Name: _____

NONE

7. OFFICERS Please Type or Print Clearly. You Must List at Least One.

Name: <u>Jeffrey Eisenstadt</u>	Name: <u>Brian Hayes</u>
Title: <u>President, Secretary</u>	Title: <u>Treasurer</u>
Address: <u>1450 W. Long Lake Rd Ste 400</u>	Address: <u>20555 Victor Parkway</u>
<u>Tray ME 48098</u>	<u>Linn ME 48152</u>
Date taking office: <u>May 1997</u>	Date taking office: <u>Jan 2003</u>
Name: _____	Name: _____
Title: _____	Title: _____
Address: _____	Address: _____
Date taking office: _____	Date taking office: _____

8. DIRECTORS Please Type or Print Clearly. You Must List at Least One.

Name: <u>Jeffrey Eisenstadt</u>	Name: _____
Address: <u>1450 W. Long Lake Rd Ste 400</u>	Address: _____
<u>Tray ME 48098</u>	
Date taking office: <u>May 1997</u>	Date taking office: _____
Name: _____	Name: _____
Address: _____	Address: _____
Date taking office: _____	Date taking office: _____

9. FINANCIAL DISCLOSURE (A.R.S. §10-11622.A.9)

Nonprofit corporations **must attach** a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). All other forms of corporations are exempt from filing a financial disclosure.

9A. MEMBERS (A.R.S. § 10-11622.A.6)

Only Nonprofit Corporations must answer this question.

This corporation **DOES** **DOES NOT** have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-11622.A.7)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and/or person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been: [Underlined portion pertains to business corporations only]

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
 - (a) fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) the consumer fraud laws of that jurisdiction, or
 - (c) the antitrust or restraint of trade laws of that jurisdiction?

One box **must** be marked: YES NO

If "YES", the following information **must be submitted** as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

- | | |
|---|---|
| 1. Full name and prior names used. | 5. Date and location of birth. |
| 2. Full birth name. | 6. Social Security Number |
| 3. Present home address. | 7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). | |

11. STATEMENT OF BANKRUPTCY, RECEIVERSHIP or CHARTER REVOCATION (A.R.S. §§10-202.D.2, 10-3202.D.2, 10-1623 & 10-11623)

A) Has the corporation filed a petition for bankruptcy or appointed a receiver? One box **must** be marked: YES NO

B) Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity OR held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

[Underlined portion pertains to business corporations only] One box **must** be marked: YES NO

If "YES" to A and/or B, the following information **must be submitted** as an attachment to this report for each person subject to the statement above.

1. The names and addresses of each corporation and the person or persons involved. (e.g. officer, director, trustee or major stockholder)
2. The state in which each corporation was a) incorporated b) transacted business.
3. The dates of corporate operation.
4. If any involved person (listed in #1) has been involved in any other bankruptcy proceeding within the past year, the name and address of each corporation.
5. Date, Case number and Court where the bankruptcy was filed or receiver appointed.
6. Name and address of court appointed receiver.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected.

I declare, under penalty of law that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name JEFFREY EISENSHART Date 11/16/05 Name _____ Date _____
 Signature [Signature] Signature _____
 Title _____ Title _____

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)

FEB 02 2018

FILE NO. R-1192445-3

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**ARTICLES OF AMENDMENT
TO APPLICATION FOR REGISTRATION OF FOREIGN LLC**

Read the Instructions L017i

1. **ENTITY NAME** – give the exact name of the LLC as currently shown in A.C.C. records:
Closing USA LLC

2. **A.C.C. FILE NUMBER:** R-1192445-3
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

**CHECK THE BOX NEXT TO EACH CHANGE BEING MADE AND
COMPLETE THE REQUESTED INFORMATION FOR THAT CHANGE.**

3. **LLC NAME CHANGE – NAME IN STATE OR COUNTRY OF FORMATION** (Foreign Name)
– type or print the exact NEW name:

4. **LLC NAME CHANGE – NAME USED IN ARIZONA** (Entity Name) – type or print the exact
NEW name:

5. **ENTITY TYPE CHANGE** – check one and follow instructions:
 Changing to a PROFESSIONAL LLC – number 6 must also be completed.
 Changing to a NON-PROFESSIONAL LLC (professional LLC becoming a regular LLC).

6. **PROFESSIONAL SERVICES CHANGE** – list the NEW type of professional services
the professional LLC will render:

7. **FOREIGN DOMICILE CHANGE** – list the NEW domicile state or country:

8. **PURPOSE / CHARACTER OF BUSINESS CHANGE** – state the NEW purpose or character
of business:

9. **MEMBERS CHANGE (CHANGE IN MEMBERS)** – *see Instructions L017i* – if a change is
being made with respect to one or more members, complete and attach the Amendment
Attachment for Members form L044. *The filing will be rejected if it is submitted without the
attachment.*

10. **MANAGERS CHANGE (CHANGE IN MANAGERS)** – *see Instructions L017i* – if a change is being made with respect to one or more managers, complete and attach the **Amendment Attachment for Managers** form L043. *The filing will be rejected if it is submitted without the attachment.*

11. **MANAGEMENT STRUCTURE CHANGE** – *see Instructions L017i* – check only one box below and follow instructions:

CHANGING TO MANAGER-MANAGED LLC – complete and attach the **Manager Structure Attachment** form L040. *The filing will be rejected if it is submitted without the attachment.*

CHANGING TO MEMBER-MANAGED LLC – complete and attach the **Member Structure Attachment** form L041. *The filing will be rejected if it is submitted without the attachment.*

12. **ADDRESS IN FOREIGN DOMICILE (PRINCIPAL OFFICE ADDRESS) CHANGE** – list the NEW address:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country	UNITED STATES	

13. **ARIZONA KNOWN PLACE OF BUSINESS ADDRESS CHANGE:**

13.1 Is the **NEW** Arizona known place of business address the same as the **street address** of the statutory agent? Yes – go to number 14 and continue.
 No – go to number 13.2 and continue.

13.2 If you answered "No" to number 13.1, give the **NEW physical or street address** (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

14. **STATUTORY AGENT CHANGE – NEW AGENT APPOINTED** – *see Instructions L017i:*

14.1 **REQUIRED** – give the **name** (can be an individual or an entity) **and physical or street address** (not a P.O. Box) in Arizona of the NEW statutory agent:

14.2 **OPTIONAL** - Mailing address in Arizona of NEW Statutory Agent, if different from street address (can be a P.O. Box):

Registered Agent Solutions, Inc.

Statutory Agent Name

Attention (optional)

300 W. Clarendon Ave.

Address 1

Suite 240

Address 2 (optional)

City Phoenix

AZ

State

85013

Zip

Attention (optional)

Address 1

Address 2 (optional)

City

State

Zip

14.3 **REQUIRED** – the **Statutory Agent Acceptance** form M002 must be submitted along with these Articles of Amendment

15. <input type="checkbox"/> STATUTORY AGENT CHANGE – ADDRESS OF EXISTING STATUTORY AGENT – complete 15.1 and/or 15.2:					
15.1 NEW physical or street address (not a P.O. Box) in Arizona of the existing statutory agent:			15.2 NEW mailing address in Arizona of the existing statutory agent (can be a P.O. Box):		
Attention (optional)			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State	Zip	City	State	Zip

16. OTHER AMENDMENT – if an amendment was made that was not addressed by the check boxes on this form, then you must attach to these Articles of Amendment a complete copy of the amendment.

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

 I ACCEPT
 Signature: _____ Printed Name: **Elliot Foo** Date: **02/01/2018**

REQUIRED – check only one and fill in the corresponding blank if signing for an entity:

<input checked="" type="checkbox"/> I am the individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named:	<input type="checkbox"/> I am a duly authorized agent for this LLC.
--	---	--

Filing Fee: \$25.00 (regular processing) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
---	---

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
 All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
 If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

MANAGER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
Closing USA LLC

2. **A.C.C. FILE NUMBER** (if known): R-1192445-3
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check one box only to indicate what document the Attachment goes with:**
 Articles of Organization Articles of Amendment
 Application for Registration Articles of Amendment to Application for Registration

4. **MANAGERS / MEMBERS** – give the name and address of each and every **manager** and list all **members who own 20% or more** of the profits or capital of the LLC. Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed – *do not check both member boxes*. If more space is needed, use another Manager Structure Attachment form.

LD Settlement Services, LLC			Elliot Foo		
Name 26642 Towne Centre Drive			Name 903 Elmgrove Road		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
Foothill Ranch	CA	92610	Rochester	NY	14624
City	State or Province	Zip	City	State or Province	Zip
Country <input type="checkbox"/> Manager <input checked="" type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			Country <input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		
Thomas A. Vento					
Name 903 Elmgrove Road			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
Rochester	NY	14624			
City	State or Province	Zip	City	State or Province	Zip
Country <input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			Country <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			Country <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member		

AMENDMENT ATTACHMENT FOR MEMBERS

1. **ENTITY NAME** – give the exact name of the LLC as currently shown in A.C.C. records:
Closing USA LLC

2. **A.C.C. FILE NUMBER:** R-1192445-3

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check one box only to indicate what document the Attachment goes with:**

Articles of Amendment Articles of Amendment to Application for Registration

4. **MEMBERS CHANGE** – use one block per person - FOR MEMBERS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each member being changed, and below that provide any new information for that member (new name and/or address), then check all boxes that apply to indicate the change being made for that member. FOR NEW MEMBERS – in a separate block, list the name in the NEW Name blank and give the address, and check the appropriate box. If more space is needed, use another Amendment Attachment for Members form.

Elliot Foo			Thomas Vento		
Name currently shown in ACC records			Name currently shown in ACC records		
NEW Name			NEW Name		
250 Mile Crossing Blvd Ste 4			250 Mile Crossing Blvd Ste 4		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
Rochester	NY	14624	Rochester	NY	14624
City	State or Province	Zip	City	State or Province	Zip
UNITED STATES			UNITED STATES		
Country			Country		
<input type="checkbox"/> Address change	<input type="checkbox"/> Add as 20% or more member		<input type="checkbox"/> Address change	<input type="checkbox"/> Add as 20% or more member	
<input type="checkbox"/> Name change	<input type="checkbox"/> Add as less than 20% member		<input type="checkbox"/> Name change	<input type="checkbox"/> Add as less than 20% member	
	<input checked="" type="checkbox"/> Remove member			<input checked="" type="checkbox"/> Remove member	
Anthony Coronco					
Name currently shown in ACC records			Name currently shown in ACC records		
NEW Name			NEW Name		
250 Mile Crossing Blvd Ste 4			LD Settlement Services, LLC		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
Rochester	NY	14624	Foothill Ranch	CA	92610
City	State or Province	Zip	City	State or Province	Zip
UNITED STATES			UNITED STATES		
Country			Country		
<input type="checkbox"/> Address change	<input type="checkbox"/> Add as 20% or more member		<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Add as 20% or more member	
<input type="checkbox"/> Name change	<input type="checkbox"/> Add as less than 20% member		<input type="checkbox"/> Name change	<input type="checkbox"/> Add as less than 20% member	
	<input checked="" type="checkbox"/> Remove member			<input type="checkbox"/> Remove member	

Chairman, Robert "Bob" Burns
Andy Tobin
Boyd Dunn
Sandra D. Kennedy
Justin Olson

Date **06/17/2019**

WALLICK & VOLK, INC.
222 E 18TH ST,
CHEYENNE, WY, 82001

Dear Sir or Madam:

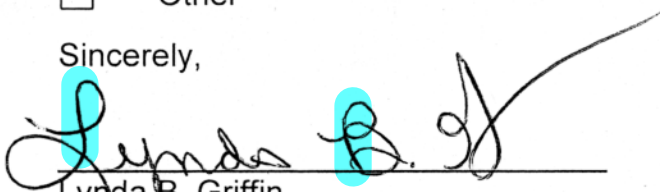
Enclosed is a copy of the following document(s) that were served upon the Arizona Corporation Commission on **06/12/2019** as agent for: **WALLICK & VOLK, INC.**

Case caption: **MARICOPA COUNTY, A POLITICAL SUBDIVISION OF THE STATE OF ARIZONA v. CHRISTOPHER O LOCKYERBRATTON, ET. AL**

Case number: **CV2019-007786** Court: **MARICOPA COUNTY, SUPERIOR COURT**

- Summons
- Complaint
- Subpoena
- Subpoena Duces Tecum
- Default Judgment
- Judgment
- Writ of Garnishment
- Answer of Garnishee
- Cert re: Compulsory Arbitration
- Other **ORDER TO SHOW CAUSE**
- Other **NOTICE OF LIS PENDENS**
- Other **APPLICATION FOR ORDER OF IMMEDIATE POSSESSION**
- Other

Sincerely,



Lynda B. Griffin
Custodian of Records

Initials **IF**
File number **F07839984**

Corporations Division

Chairman, Robert "Bob" Burns
Andy Tobin
Boyd Dunn
Sandra D. Kennedy
Justin Olson

CERTIFICATE OF MAILING

The undersigned person certifies the following facts:

On **June 12, 2019**, **IRENE FLORES**, an employee of the Arizona Corporation Commission ("ACC"), received on behalf of the ACC service of the following documents upon the ACC as agent for **WALLICK & VOLK, INC.**.

Case caption: **MARICOPA COUNTY, A POLITICAL SUBDIVISION OF THE STATE OF ARIZONA v. CHRISTOPHER O LOCKYERBRATTON, ET. AL,**

Case number: **CV2019-007786**

Court: **MARICOPA COUNTY, SUPERIOR COURT**

- | | |
|---|---|
| <input checked="" type="checkbox"/> Summons | <input type="checkbox"/> Answer of Garnishee |
| <input checked="" type="checkbox"/> Complaint | <input checked="" type="checkbox"/> Cert re: Compulsory Arbitration |
| <input type="checkbox"/> Subpoena | <input checked="" type="checkbox"/> Other: ORDER TO SHOW CAUSE |
| <input type="checkbox"/> Subpoena Duces Tecum | <input checked="" type="checkbox"/> Other: NOTICE OF LIS PENDENS |
| <input type="checkbox"/> Default Judgement | <input checked="" type="checkbox"/> Other: APPLICATION FOR ORDER OF IMMEDIATE POSSESSION |
| <input type="checkbox"/> Judgement | <input type="checkbox"/> Other: |
| <input type="checkbox"/> Writ of Garnishment | <input type="checkbox"/> Other: |

On **06/17/2019**, the undersigned person placed a copy of the above listed documents in the United States Mail, postage prepaid, addressed to the entity at its last known place of business address, as follows:

WALLICK & VOLK, INC.
222 E 18TH ST
CHEYENNE, WY, 82001

OR

The undersigned was unable to mail the above listed documents to

because that entity is not a registered corporation or limited liability company in the State of Arizona, and the Arizona Corporation Commission has no record of its known place of business.

I declare and certify under perjury that the foregoing is true and correct.

Printed name: **IRENE FLORES**

Date: **06/17/2019**

Signature: _____



COPY

1 WILLIAM G. MONTGOMERY
MARICOPA COUNTY ATTORNEY

2 By: Jean W. Rice (004434)
3 rice@mcao.maricopa.gov
4 Deputy County Attorneys

5 CIVIL SERVICES DIVISION
6 Security Center Building
7 222 North Central Avenue, Suite 1100
8 Phoenix, Arizona 85004-2206
9 Telephone (602) 506-8541
10 Facsimile (602) 506-8567
11 ca-civilmailbox@mcao.maricopa.gov

This is a 15 minute proceeding with the court. The court will determine if more time is needed. All parties, whether represented by attorneys or not, must be present. If there is a failure to appear, the court may make such order as are just, including granting the relief requested by the party who does appear.

12 *Attorneys for Plaintiff Maricopa County*

13 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**
14 **IN AND FOR THE COUNTY OF MARICOPA**

15 Maricopa County, a political subdivision
16 of the State of Arizona,

17 Plaintiff,

18 v.

19 CHRISTOPHER O. LOCKYER-
20 BRATTON, a married man who acquired
21 title as an unmarried man; JUNE
22 VENTZOS, wife of Christopher O.
Lockyer; MORTGAGE ELECTRONIC
REGISTRATION SYSTEMS, INC.
(MERS); WALLICK & VOLK, INC., a
Wyoming corporation; WELLS FARGO
BANK, N.A.; UNKNOWN HEIRS and
Devises of any of the above-named
Defendants, if deceased; and UNKNOWN
OWNERS,

Defendants.

NO. CV2019-007786

ORDER TO SHOW CAUSE

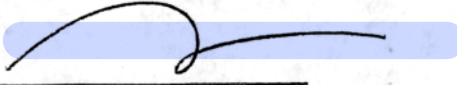
(Honorable Pamela Gates)

1 The Plaintiff having filed an application pursuant to A.R.S. § 12-1116, asking to
2 be let into immediate possession and use of certain property belonging to the Defendants
3 and described in the Complaint, pending the final determination of this action;

4 IT IS THEREFORE ORDERED that the above-named Defendant, and each of
5 them, appear before this Court in the City of Phoenix, Maricopa County, Arizona, at the
6 Courtroom No. 912 at 101 W. Jefferson St, Phoenix AZ 85003 on the 26th day of June
7 2019, at 9:30 a.m. At that time, Defendants shall show cause, if any, why the
8 Application for Order for Immediate Possession should not be granted, and why this
9 Court should not enter an Order, pursuant to A.R.S. § 12-1116, directing that upon
10 deposit of money or bond in the amount of probable damages to each of the Defendants,
11 Plaintiff shall be let into immediate possession of the subject property.

12 IT IS FURTHER ORDERED that a copy of the Order be served upon the
13 Defendants in accordance with the requirements of Rules 4, 4.1 or 4.2 of the Arizona
14 Rules of Civil Procedure, as applicable, at least ten (10) calendar days before the date set
15 herein.

16 DONE IN OPEN COURT this 5 day of June 2019.

17 
18 _____
19 Honorable Pamela Gates
20 Judge of the Superior Court

21 S:\CIVIL\CIV\Matters\CON1\2019\CON2019-0002 Christopher Lockyer-Bratton\Pleadings\OSC (Lockyer-Bratton) 167208.docx

1 WILLIAM G. MONTGOMERY
MARICOPA COUNTY ATTORNEY

2 By: Jean W. Rice (004434)

rice@mcao.maricopa.gov

3 Deputy County Attorneys

CIVIL SERVICES DIVISION

4 Security Center Building

222 North Central Avenue, Suite 1100

5 Phoenix, Arizona 85004-2206

Telephone (602) 506-8541

6 Facsimile (602) 506-8567

ca-civilmailbox@mcao.maricopa.gov

7 Attorneys for Plaintiff Maricopa County

ORIGINAL

8 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**

9 **IN AND FOR THE COUNTY OF MARICOPA**

10 MARICOPA COUNTY, a political
subdivision of the State of Arizona,

11 Plaintiff,

12 v.

13 CHRISTOPHER O. LOCKYER-
14 BRATTON, a married man who acquired
title as an unmarried man; JUNE
15 VENTZOS, wife of Christopher O.
Lockyer; MORTGAGE ELECTRONIC
16 REGISTRATION SYSTEMS, INC.
(MERS); WALLICK & VOLK, INC., a
17 Wyoming corporation; WELLS FARGO
BANK, N.A.; UNKNOWN HEIRS and
18 Devisees of any of the above-named
Defendants, if deceased; and UNKNOWN
19 OWNERS,

20 Defendants.

NO. CV2019-007786

SUMMONS

(WALLICK & VOLK, INC-GLENDALE)

If you would like legal advice from a lawyer,
contact the Lawyer Referral Service at
602-257-4434

or

www.maricopalawyers.org

Sponsored by the
Maricopa County Bar Association

21 **WARNING: This is an official document from the Court that affects your**
22 **rights. Read this carefully. If you do not understand it, contact a lawyer.**

1 **THE STATE OF ARIZONA TO THE DEFENDANT:**

2 Wallick & Volk, Inc.-Glendale
3 c/o Statutory Agent, R. Michael Groff
4 7033 E. Greenway Parkway, Suite 290
5 Scottsdale, Arizona 85254

6 You are hereby summoned and required to appear and defend **and show cause**
7 **why the property described in the Complaint should not be condemned as prayed**
8 **for in the Complaint** in the above-entitled action in the above-entitled court within
9 **TWENTY DAYS** exclusive of the day of service after service of this summons upon you
10 if served within the State of Arizona, and within **THIRTY DAYS** exclusive of the day of
11 service if served outside the State of Arizona.

12 **The property sought to be acquired by Plaintiff is generally described as a**
13 **portion of Assessor Parcel Number 304-28-008K consisting of the following: 1)**
14 **approximately 3619 square feet or 0.083 Acres of interest in Public Right-of-Way;**
15 **and 2) 2,467 square feet or 0.057 acres more or less for a temporary construction**
16 **easement. This property is being acquired for public use as part of a road**
17 **improvement project. The property in this matter is located at 17519 E. Orchid**
18 **Lane, Gilbert, Arizona within Maricopa County, Arizona, and the area being**
19 **acquired is more particularly described in Exhibits "C" and "C-1" to the Complaint**
20 **on file in this matter.**

21 **YOU ARE HEREBY NOTIFIED** that in case of your failure to appear and
22 defend within the time applicable, judgment by default may be rendered against you for
the relief demanded in the Complaint.

1 Requests for reasonable accommodations for persons with disabilities must be
2 made to the division assigned to the case by parties at least three (3) judicial days in
3 advance of a scheduled court proceeding.

4 Requests for an interpreter for persons with limited English proficiency must be
5 made to the division assigned to the case by the party needing the interpreter and/or
6 translator or his/her counsel at least ten (10) judicial days in advance of a scheduled court
7 proceeding.

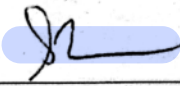
8 **YOU ARE CAUTIONED** that in order to appear and defend, you must file an
9 Answer or proper response in writing with the clerk of this Court, accompanied by the
10 necessary filing fee, within the time required, and you are required to serve a copy of any
11 Answer or response upon the Plaintiff's attorney. RCP 10(d); A.R.S. § 12-311, RCP5.

12 The name and address of the attorneys for the Plaintiff are:

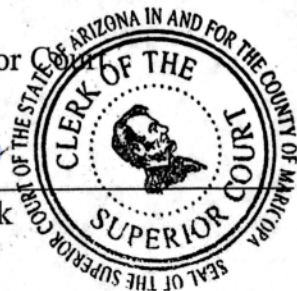
13 WILLIAM G. MONTGOMERY
14 MARICOPA COUNTY ATTORNEY
15 By: Jean W. Rice
16 Civil Services Division
17 222 North Central Avenue, Suite 1100
18 Phoenix, Arizona 85004
19 Telephone (602) 506-8541

20 Given under my hand and seal of the Superior Court of the State of Arizona in and
21 for the said County this MAY 29 2019 2019.

22 JEFF FINE
 Clerk of the Superior Court

By 
Deputy Clerk

S. Tavares
Deputy Clerk



JEF
 Clerk of the
 By Shantel Tavares, Deputy
 Date 05/29/2019 Time 12:00:48

Description	Amount
CASE# CV2019-007786	
CIVIL NEW COMPLAINT	333.00 W
TOTAL AMOUNT	0.00

Receipt# 27238096

1 WILLIAM G. MONTGOMERY
 MARICOPA COUNTY ATTORNEY

2 By: Jean W. Rice (004434)
 3 rice@mcao.maricopa.gov
 Deputy County Attorneys

4 CIVIL SERVICES DIVISION
 5 Security Center Building
 222 North Central Avenue, Suite 1100
 6 Phoenix, Arizona 85004-2206
 Telephone (602) 506-8541
 7 Facsimile (602) 506-8567
ca-civilmailbox@mcao.maricopa.gov

8 *Attorneys for Plaintiff Maricopa County*

9 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**

10 **IN AND FOR THE COUNTY OF MARICOPA**

11 Maricopa County, a political subdivision of
 12 the State of Arizona,

13 Plaintiff,

14 v.

15 CHRISTOPHER O. LOCKYER-
 BRATTON, a married man who acquired
 16 title as an unmarried man; JUNE
 VENTZOS, wife of Christopher O.
 17 Lockyer; MORTGAGE ELECTRONIC
 REGISTRATION SYSTEMS, INC.
 18 (MERS); WALLICK & VOLK, INC., a
 Wyoming corporation; WELLS FARGO
 19 BANK, N.A.; UNKNOWN HEIRS and
 Devises of any of the above-named
 20 Defendants, if deceased; and UNKNOWN
 OWNERS,

21 Defendants.
 22

NO. CV2019-007786

**COMPLAINT IN CONDEMNATION
 (Eminent Domain)**

(Parcel No. 304-28-008K)

1 Plaintiff, by its undersigned counsel, for its Complaint in Condemnation, alleges
2 as follows:

3 I.

4 Plaintiff, Maricopa County, is a political subdivision of the State of Arizona.
5 Defendants are those persons known to Plaintiff who claim an interest in the real property
6 which is the subject of this Complaint.

7 In addition to the named Defendants, there are or may be other persons who have
8 or may claim some interest in the real property to be taken, whose names are unknown to
9 Plaintiff. They are made parties to this action under the designation of "Unknown Heirs
10 and Devisees" and "Unknown Owners." Plaintiff requests leave of the Court to substitute
11 the true names of such additional Defendants when their names have been ascertained.

12 II.

13 The real property which is the subject of this condemnation action is located in
14 Maricopa County, Arizona.

15 III.

16 This condemnation action is brought under the provisions of Arizona Revised
17 Statutes Title 12, Chapter 8, Article 2, entitled "Eminent Domain."

18 IV.

19 The Board of Supervisors of Maricopa County, by resolution dated August 29,
20 2018, copy of which is attached as Exhibit "A," authorized and directed appropriate
21 proceedings to condemn all property required for roadway purposes for the project
22 described therein, said roadway project also known as Town of Gilbert - Recker Road

1 (ST096). The property which is sought to be condemned in this action is necessary for
2 this roadway project. A map showing the general location of the property being acquired
3 is attached as Exhibit "B."

4 V.

5 Pursuant to the resolution of the Board, Plaintiff seeks to acquire by condemnation
6 the New Right-of-Way described in Exhibit "C" and a Temporary Construction Easement
7 described in Exhibit "C-1." Said described property is needed for roadway purposes,
8 such purpose being in the public interest.

9 VI.

10 Plaintiff has an immediate need for the subject property for roadway project before
11 the merits of this action may be determined regularly.

12 WHEREFORE, Plaintiff prays for Judgment as follows:

13 1. For a determination of the respective interests of the Defendants in the
14 subject property.

15 2. For a determination of the value of the subject property as a whole and the
16 value of each separate interest therein.

17 3. For an Interlocutory Order of the Court permitting the Plaintiff to take
18 immediate possession of the subject real property set forth in Exhibits "C" and "C-1"
19 upon the deposit of money or a bond pursuant to A.R.S. § 12-1116 in an amount
20 determined by the Court to be the probable damages for the taking of the subject
21 property.

22

1 4. For a final order of condemnation vesting a permanent right-of-way
2 easement in Maricopa County the subject property set forth in Exhibit "C" upon payment
3 by Plaintiff of all sums of money determined to constitute just compensation for the
4 taking of the subject property.

5 5. For costs incurred by Plaintiff in this condemnation action.

6 6. For such other relief as the Court deems just and proper.

7 DATED this 27th day of May 2019.

8 WILLIAM G. MONTGOMERY
9 MARICOPA COUNTY ATTORNEY

10 By: Jean W. Rice
11 Jean W. Rice
12 Deputy County Attorneys
13 Attorneys for Plaintiff Maricopa County
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DECLARATION

Jean W. Rice, Deputy County Attorney, declares under penalty of perjury that the following is true and correct: That she is an attorney for the Plaintiff Maricopa County; that she has read the Complaint; and that the allegations contained in the Complaint are true to her best information and belief.

Executed this 29th day of May 2019.

Jean W. Rice
Jean W. Rice
Attorney for Plaintiff Maricopa County

EXHIBIT A

OFFICIAL RECORDS OF
MARICOPA COUNTY RECORDER
ADRIAN FONTES
2018-0667298 09/04/18 03:49
PAPER RECORDING

0911989-6-1-1
amine

CAPTION HEADING:

Road File Declarations (Road File A593)
(C-64-19-005-M-01)

DO NOT REMOVE
This is part of the official document

COUNTY OF MARICOPA
State of Arizona

Office of the Clerk
Board of Supervisors

State of Arizona) ss.
County of Maricopa)

I, Fran McCarroll, Clerk of the Board of Supervisors, do hereby certify that the following is a true and correct statement of the agenda item and the action taken by the Board of Supervisors at their meeting held on August 29, 2018:

9. ROAD FILE DECLARATIONS - DECLARACIONES DE CARRETERA

Approve, by resolution, petitions to open and declare the following roads into the county highway system. This action will serve as notice of the Board of Supervisors' acceptance of all U.S. Patent easements, reservations, rights-of-way or properties along the alignments into the Maricopa County highway system and will also authorize the maintenance and acquisition of the necessary rights-of-way through donation, purchase, or condemnation.

a. ROAD FILE NO. A593

Convene a hearing for Road File No. A593 to Open and Declare the following described alignments into the County Transportation System.

Therefore, pursuant to provisions in A.R.S. A.R.S. Titles 28- 6701, 6702 and 6703, it is recommended by the Department of Transportation Director, that the Board of Supervisors Open and Declare the following described alignment into the County Transportation System, Road File No. A593. Legal description is identified as Exhibit "A." In addition, direct the Clerk of the Board to record the Board of Supervisors resolution with the County Recorder.

(General Vicinity: Recker Road and Gall Drive and in Unincorporated Maricopa County. Supervisory District No. 1) (C-84-19-005-M-01)

Motion to approve by Supervisor Barney, seconded by Supervisor Hickman

Ayes: Barney, Chucri, Gates, Hickman, Gallardo



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of the County of Maricopa. Done at Phoenix, the County Seat, on August 30, 2018.

Fran McCarroll
 Clerk of the Board of Supervisors

**RESOLUTION
ROAD DECLARED (ROAD FILE NO. A593)
C-64-19-005-M-01**

WHEREAS, pursuant to A.R.S. §28-6701(B), the County Engineer filed with the Board of Supervisors of Maricopa County, Arizona, a recommendation praying the Board to establish, open and declare as a county highway the following described lines, to-wit:

Legal description identified as Exhibit "A", is attached.

WHEREAS, the day and hour set by the Board for a public hearing on said petition has arrived, and notice of said hearing has been given to the public by advertising once a week for two consecutive weeks in The Arizona Business Gazette; and

WHEREAS, no objections to the establishment, opening and declaration of said highway have been filed; and

WHEREAS, the Board believes that the granting of said petition and the establishment, opening and declaration of the highway as prayed for in said petition, are for the best interests of Maricopa County, and said highway is a public necessity;

NOW, THEREFORE, BE IT RESOLVED that there is hereby established, opened and declared a county highway, more fully set forth hereinabove, and the County Engineer is hereby directed to make a plat of the survey of said highway and cause the same to be recorded in the Office of the County Recorder of Maricopa County as provided by law.

BE IT FURTHER RESOLVED that the Board accept any right-of-way or property donated to the State or County for said highway. The Board hereby accepts all U. S. Patent easement reservations, right-of-way or properties along this alignment into the Department of Transportation's Highway system.

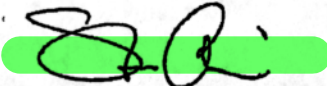
BE IT FURTHER RESOLVED that the County Engineer be directed and authorized, and she is hereby so directed and authorized, to negotiate with owners of parcels of private property required for the right-of-way of said public highway with the view of obtaining for Maricopa County said private property, subject to the ratification and approval of this Board.

BE IT FURTHER RESOLVED that the County Attorney be directed and authorized, and he is hereby directed and authorized, to initiate and prosecute actions and proceedings in the manner required by law to condemn all property required for right-of-way which cannot be obtained by donation or purchase.

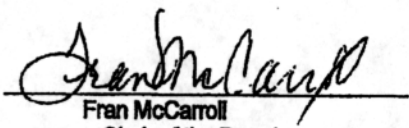
**RESOLUTION
ROAD FILE A593
C-64-19-005-M-01**

PASSED AND ADOPTED by the Board of Supervisors, Maricopa County, Arizona, this 24th day
of August, 2018.

ATTEST:

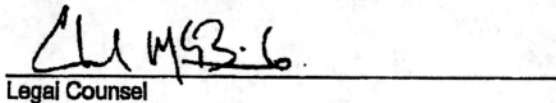


Chairman of the Board of Supervisors
Maricopa County



Fran McCarroll
Clerk of the Board

APPROVED AS TO FORM and within the powers
and authority granted under the laws of the State of Arizona
and Maricopa County



Legal Counsel

EXHIBIT "A"

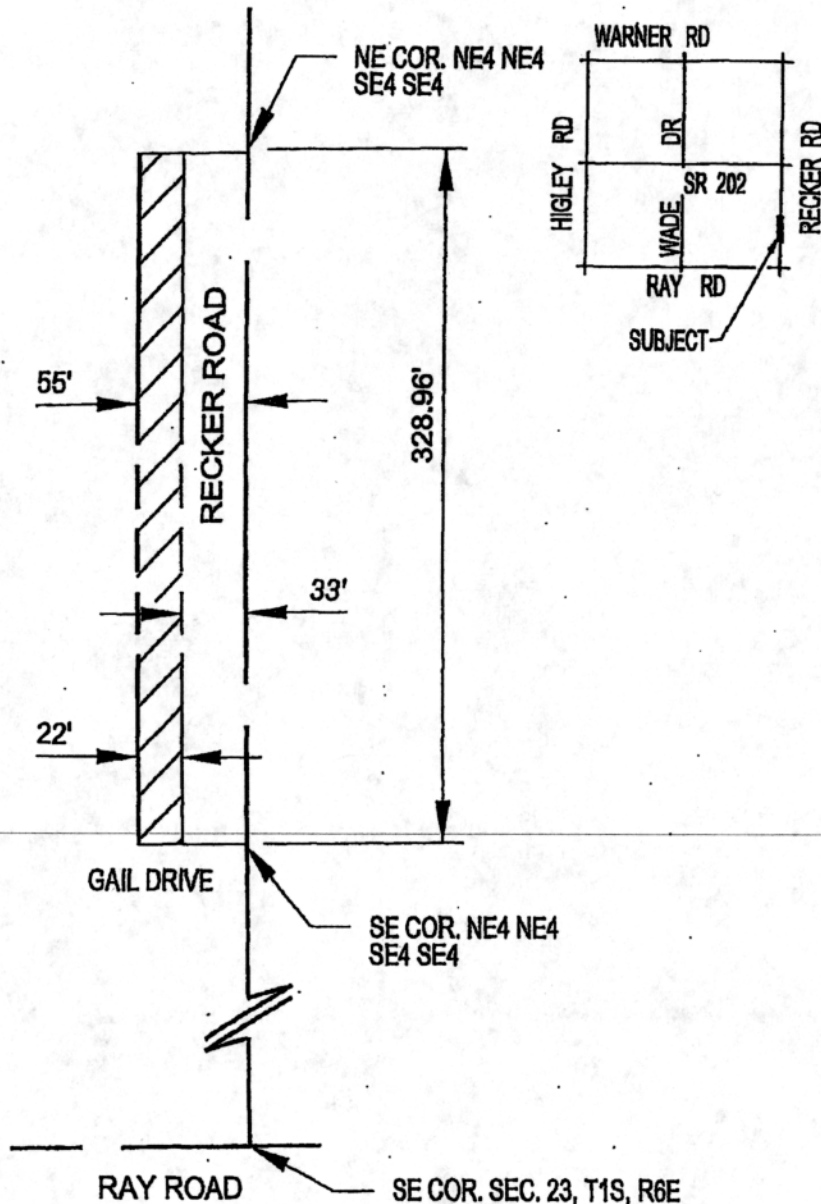
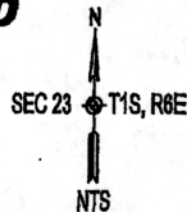
**OPEN AND DECLARE
ROAD FILE NO. A593**

The following road alignment together with all appurtenances and easements of record lying within the Southeast quarter of Section 23, T1S, R6E of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, more particularly described as follows:

The West 33 feet of the East 55 feet of the Northeast quarter of the Northeast quarter of the Southeast quarter of the Southeast quarter of said Section 23.

(Said roadway also known as Recker Road from Gail Drive to 328.96 feet North of Gail Drive and lying in Supervisor District 1.)

DESIGNATED COUNTY ROAD ROAD FILE NO. A593



Section 23, T1S, R6E
W.O. No. TT-0624
Sheet 1 of 1

MARICOPA COUNTY

EXHIBIT B

AREA MAP

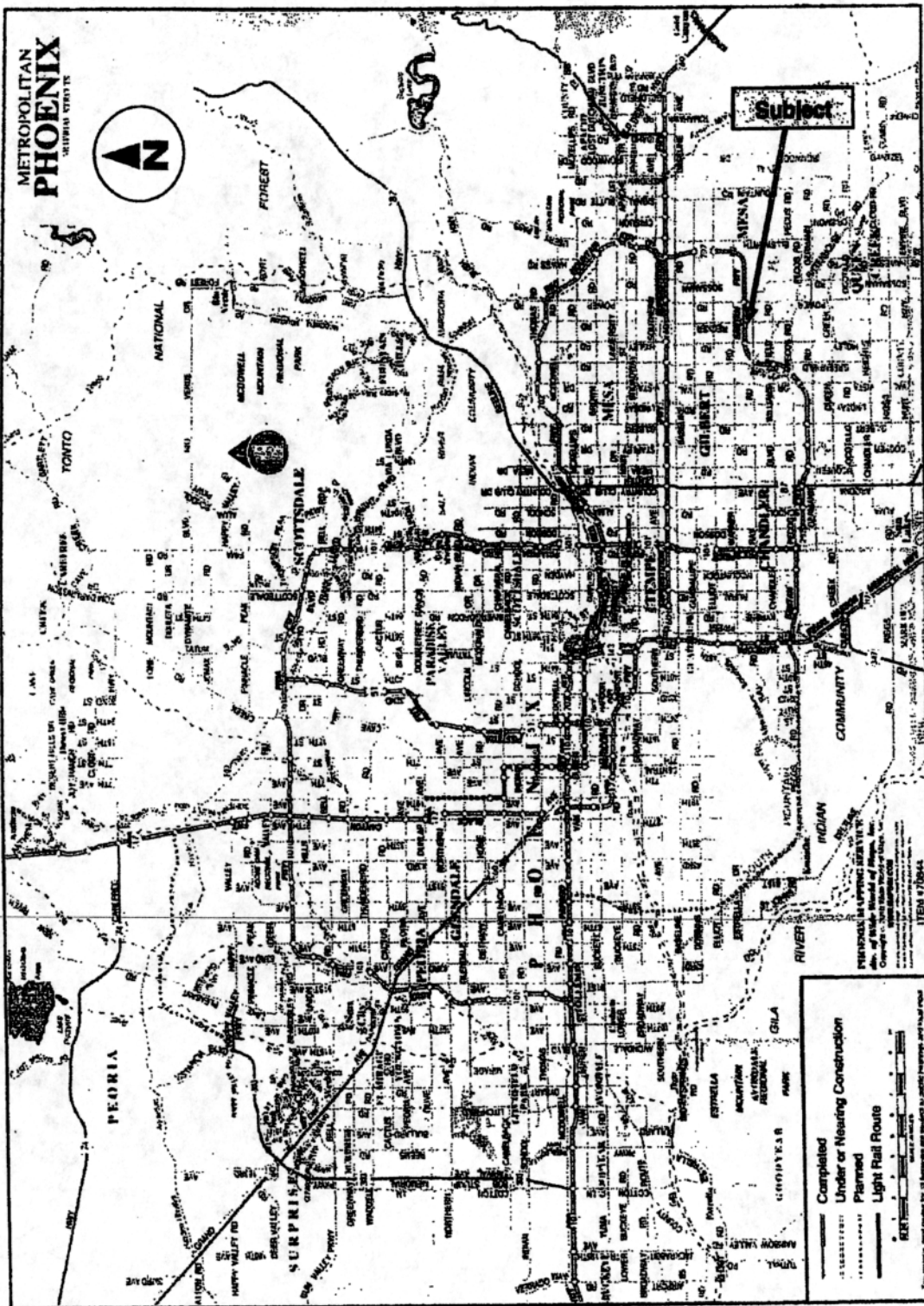


EXHIBIT C

Christopher O. Locky, Surveyor, et al.,

EXHIBIT "C"

LEGAL DESCRIPTION FOR
TOWN OF GILBERT – RECKER ROAD (ST096)
ASSESSOR PARCEL 304-28-008K

NEW RIGHT-OF-WAY

A parcel of land situated in the Southeast quarter of the Southeast quarter of Section 23, Township 1 South, Range 6 East of the Gila and Salt River Base Line and Meridian, (SE¼ SE¼, Sec 23, T1S, R6E, G&SRB&M) Maricopa County, Arizona more particularly described below:

A basis for bearings is North 00° 42' 11" West as measured along the East line of said Southeast quarter of Section 23 having a distance between a found brass cap flush representing the East quarter corner and a brass cap in a hand hole representing the Southeast corner of said Section 23 measured as 2,631.68 feet.

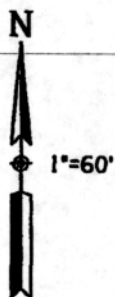
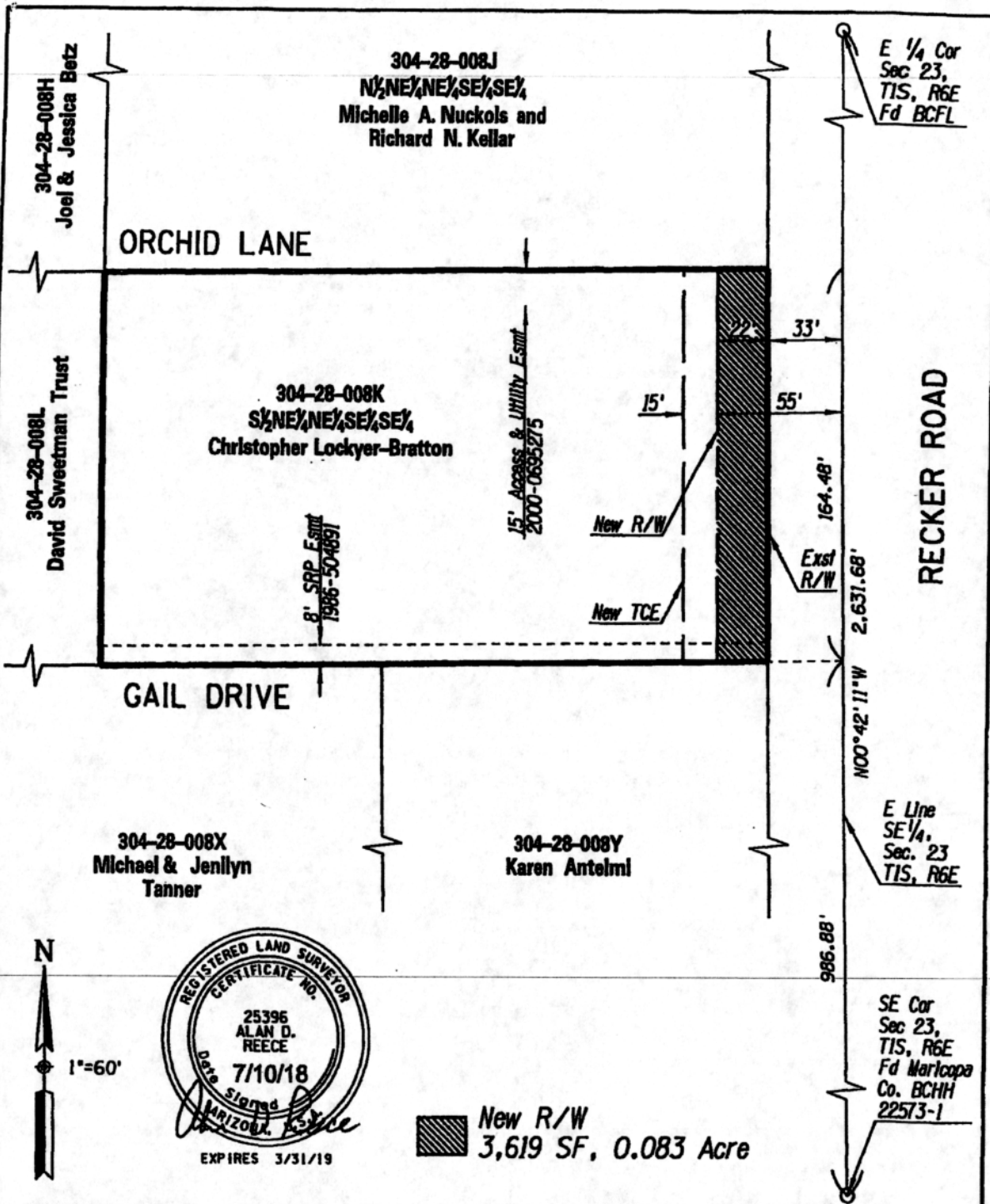
Public Right-of-Way

The West 22.00 feet of the East 55.00 feet of the South half of the Northeast quarter of the Northeast quarter of said Southeast quarter of the Southeast quarter of Section 23.

Containing 3,619 square feet (0.083 acres) more or less.



Expires 3/31/2019



New R/W
 3,619 SF, 0.083 Acre

<p>4561 E. McDowell Road Phoenix, AZ 85008-4505 Tel (602) 454-0402 Fax (602) 454-0403 www.aztec.us</p>	EXHIBIT TO ACCOMPANY LEGAL DESCRIPTION FOR RIGHT OF WAY ASSESSOR PARCEL 304-28-008K	
	DATE: 01/18 DSN: GLG DRN: KRT CHK: AR	PROJECT NUMBER ST096 SHEET 1 OF 1

EXHIBIT C-1

Christopher O. Lock

EXHIBIT C-1

LEGAL DESCRIPTION FOR
TOWN OF GILBERT – RECKER ROAD (ST096)
ASSESSOR PARCEL 304-28-008K

TEMPORARY CONSTRUCTION EASEMENT

A parcel of land situated in the Southeast quarter of the Southeast quarter of Section 23, Township 1 South, Range 6 East of the Gila and Salt River Base Line and Meridian, (SE¼ SE¼, Sec 23, T1S, R6E, G&SRB&M) Maricopa County, Arizona more particularly described below:

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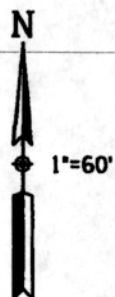
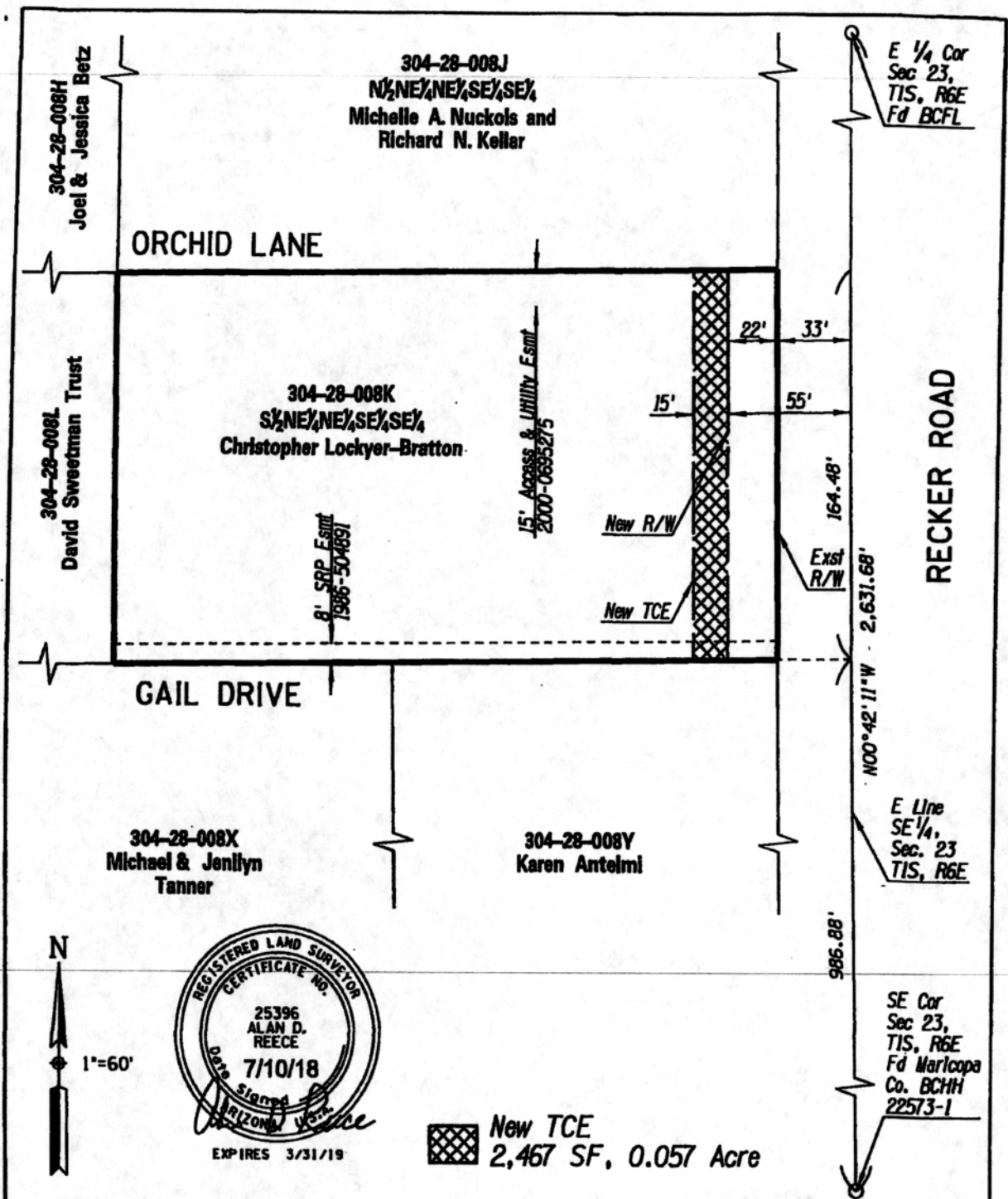
Temporary Construction Easement

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Expires 3/31/2019



 **New TCE**
2,467 SF, 0.057 Acre

 4561 E. McDowell Road Phoenix, AZ 85008-4505 Tel (602) 454-0402 Fax (602) 454-0403 www.aztec.us	EXHIBIT TO ACCOMPANY LEGAL DESCRIPTION FOR TEMPORARY CONSTRUCTION EASEMENT ASSESSOR PARCEL 304-28-008K	
	DATE: 01/18 DSN: GLG DRN: KRT CHK: AR	PROJECT NUMBER ST096 SHEET 1 OF 1

CLERK OF THE SUPERIOR COURT
FILED
MAY 29 2019 11:50am
S. Tavares, Deputy

1 WILLIAM G. MONTGOMERY
2 MARICOPA COUNTY ATTORNEY

3 By: Jean W. Rice (004434)
4 rice@mcao.maricopa.gov
5 Deputy County Attorneys

6 CIVIL SERVICES DIVISION
7 Security Center Building
8 222 North Central Avenue, Suite 1100
9 Phoenix, Arizona 85004-2206
10 Telephone (602) 506-8541
11 Facsimile (602) 506-8567
12 ca-civilmailbox@mcao.maricopa.gov

13 *Attorneys for Plaintiff Maricopa County*

14 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**

15 **IN AND FOR THE COUNTY OF MARICOPA**

16 Maricopa County, a political subdivision of
17 the State of Arizona,

18 Plaintiff,

19 v.

20 CHRISTOPHER O. LOCKYER-
21 BRATTON, a married man who acquired
22 title as an unmarried man; JUNE
VENTZOS, wife of Christopher O.
Lockyer; MORTGAGE ELECTRONIC
REGISTRATION SYSTEMS, INC.
(MERS); WALLICK & VOLK, INC., a
Wyoming corporation; WELLS FARGO
BANK, N.A.; UNKNOWN HEIRS and
Devises of any of the above-named
Defendants, if deceased; and UNKNOWN
OWNERS,

Defendants.

NO. CV2019-007786

**CERTIFICATE OF COMPULSORY
ARBITRATION**

CLERK OF THE SUPERIOR COURT
FILED

MAY 29 2019

1150am

S. Tavares, Deputy

1 WILLIAM G. MONTGOMERY
2 MARICOPA COUNTY ATTORNEY

3 By: Jean W. Rice (004434)
4 rice@mcao.maricopa.gov
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13 *Attorneys for Plaintiff Maricopa County*

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BANK, N.A.; UNKNOWN HEIRS and
Devises of any of the above-named
Defendants, if deceased; and UNKNOWN
OWNERS,

Defendants.

NO. CV2019-007786

NOTICE OF LIS PENDENS

1 NOTICE IS HEREBY GIVEN that the parties named in the above-entitled action
2 as Plaintiff and Defendants are involved in an action affecting the real property described
3 in Exhibits "C" and "C-1" to the Complaint in this action, copies of which are attached
4 hereto.

5 The action is a lawsuit to condemn the property described in Exhibits "C" and
6 "C-1" and the relief demanded by the Plaintiff is as follows:

7 That the interest of the Defendants in the property be determined; that the value of
8 the property and each separate interest therein be determined; that the Plaintiff have
9 immediate possession under an Interlocutory Order; that the Plaintiff have a final order of
10 condemnation vesting a permanent right-of-way easement in Maricopa County; that the
11 Plaintiff be awarded its costs in the action; and that the Plaintiff have any further relief
12 that is just.

13 DATED this 29th day of May 2019.

14
15 WILLIAM G. MONTGOMERY
MARICOPA COUNTY ATTORNEY

16
17 By: Jean W. Rice
18 Jean W. Rice
19 Deputy County Attorneys
20 Attorneys for Plaintiff Maricopa County
21
22

EXHIBIT C

Christopher O. Locky _____

EXHIBIT "C"

LEGAL DESCRIPTION FOR
TOWN OF GILBERT – RECKER ROAD (ST096)
ASSESSOR PARCEL 304-28-008K

NEW RIGHT-OF-WAY

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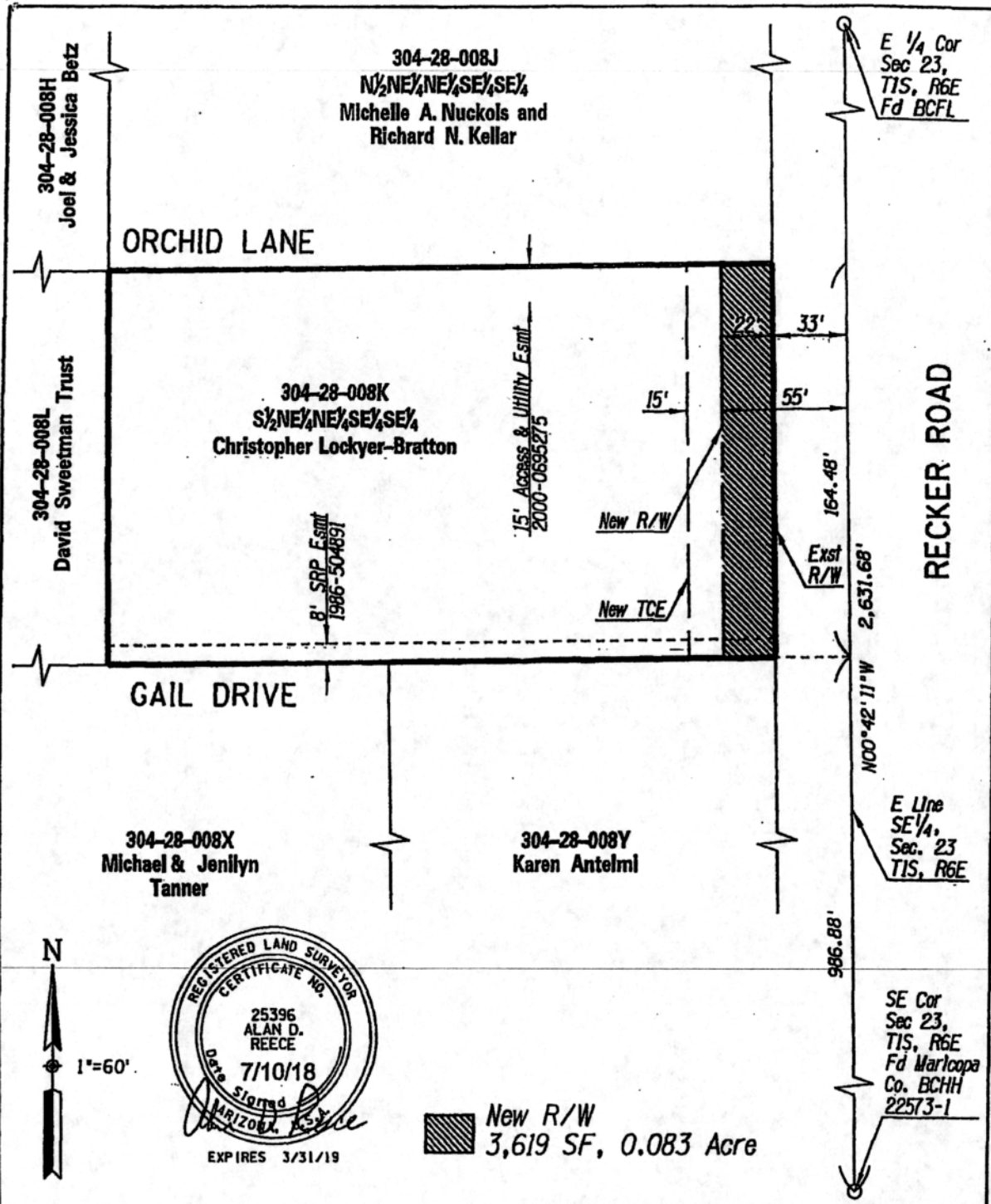
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Expires 3/31/2019



1"=60'



New R/W
 3,619 SF, 0.083 Acre


 4561 E. McDowell Road Phoenix, AZ 85008-4505 Tel (602) 454-0402 Fax (602) 454-0403 www.aztec.us	EXHIBIT TO ACCOMPANY LEGAL DESCRIPTION FOR RIGHT OF WAY ASSESSOR PARCEL 304-28-008K	
	DATE: 01/18 DSN: GLG DRN: KRT CHK: AR	PROJECT NUMBER ST096 SHEET 1 OF 1

EXHIBIT C-1

Christopher O. Loel

EXHIBIT C-1

LEGAL DESCRIPTION FOR
TOWN OF GILBERT – RECKER ROAD (ST096)
ASSESSOR PARCEL 304-28-008K

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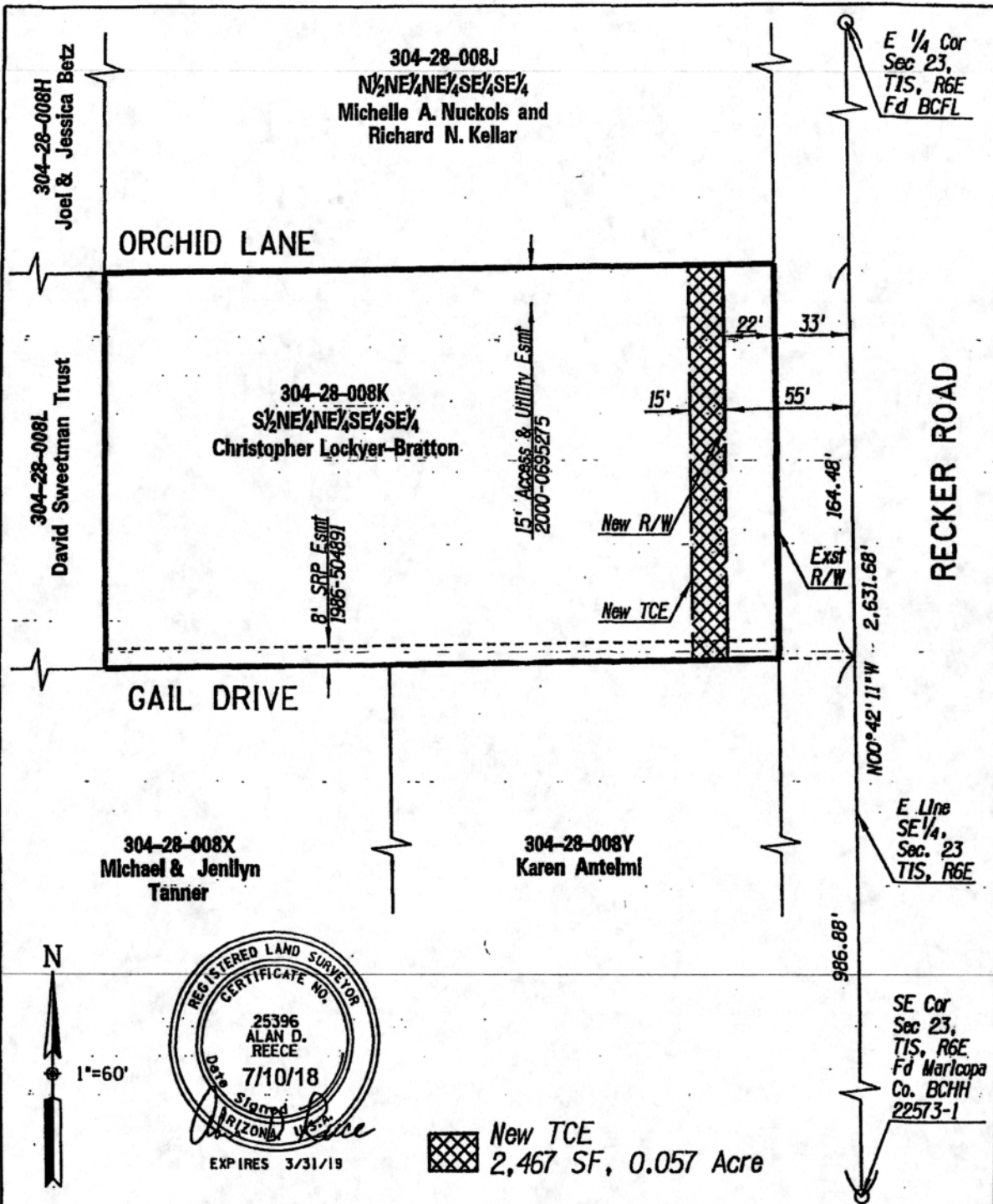
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EXHIBIT TO ACCOMPANY
LEGAL DESCRIPTION FOR
TEMPORARY CONSTRUCTION EASEMENT
ASSESSOR PARCEL 304-28-008K

DATE: 01/18	PROJECT NUMBER ST096 SHEET 1 OF 1
DSN: GLG	
DRN: KRT	
CHK: AR	

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WILLIAM G. MONTGOMERY
MARICOPA COUNTY ATTORNEY

By: Jean W. Rice (004434)
rice@mcao.maricopa.gov
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Attorneys for Plaintiff Maricopa County

IN THE SUPERIOR COURT OF THE STATE OF ARIZONA
IN AND FOR THE COUNTY OF MARICOPA

Maricopa County, a political subdivision of
the State of Arizona,

Plaintiff,

v.

~~CHRISTOPHER O. LOCKYER-~~
BRATTON, a married man who acquired
title as an unmarried man; JUNE
VENTZOS, wife of Christopher O.
Lockyer; MORTGAGE ELECTRONIC
REGISTRATION SYSTEMS, INC.
(MERS); WALLICK & VOLK, INC., a
Wyoming corporation; WELLS FARGO
BANK, N.A.; UNKNOWN HEIRS and
Devises of any of the above-named
Defendants, if deceased; and UNKNOWN
OWNERS,

Defendants.

CLERK OF THE SUPERIOR COURT
FILED
MAY 29 2019 11:50 am
S. Tavares, Deputy

NO. CV2019-007786

**APPLICATION FOR ORDER OF
IMMEDIATE POSSESSION**

1 The Plaintiff, pursuant to A.R.S. § 12-1116, applies to this Court for an order
2 permitting it to take possession and use the property sought to be condemned in the
3 above-entitled action (described in Exhibits "C" and "C-1") for the purposes described in
4 Plaintiff's Complaint.

5 WHEREFORE, Plaintiff requests that this Court set a time for a hearing to
6 determine the necessity of the use, the probable damages to the interest of Defendants in
7 the subject property, and for an order permitting Plaintiff to possess and use the subject
8 property after depositing appropriate monies into Court or posting an acceptable bond in
9 accordance with A.R.S. § 12-1116.

10 DATED this 29th day of May 2019.

11 WILLIAM G. MONTGOMERY
12 MARICOPA COUNTY ATTORNEY

13
14 By: Jean W. Rice
15 Jean W. Rice
16 Deputy County Attorneys
17 Attorneys for Plaintiff Maricopa County
18
19
20
21
22

EXHIBIT C

Christopher O. Locky

EXHIBIT "C"

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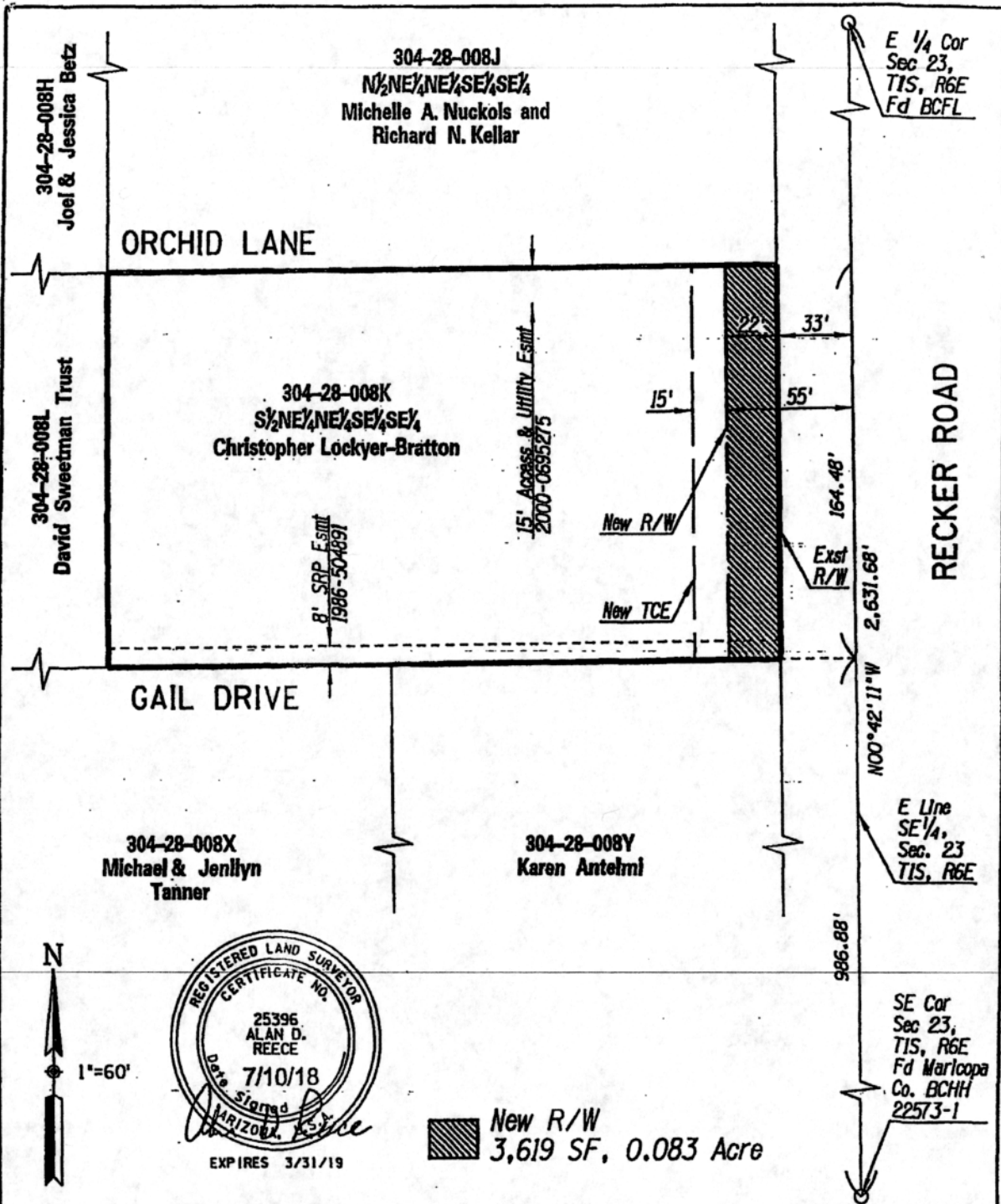
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EXHIBIT C-1

Christopher O. Lock

EXHIBIT C-1

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TOWN OF GILBERT – RECKER ROAD (ST096)
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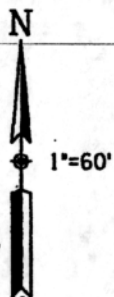
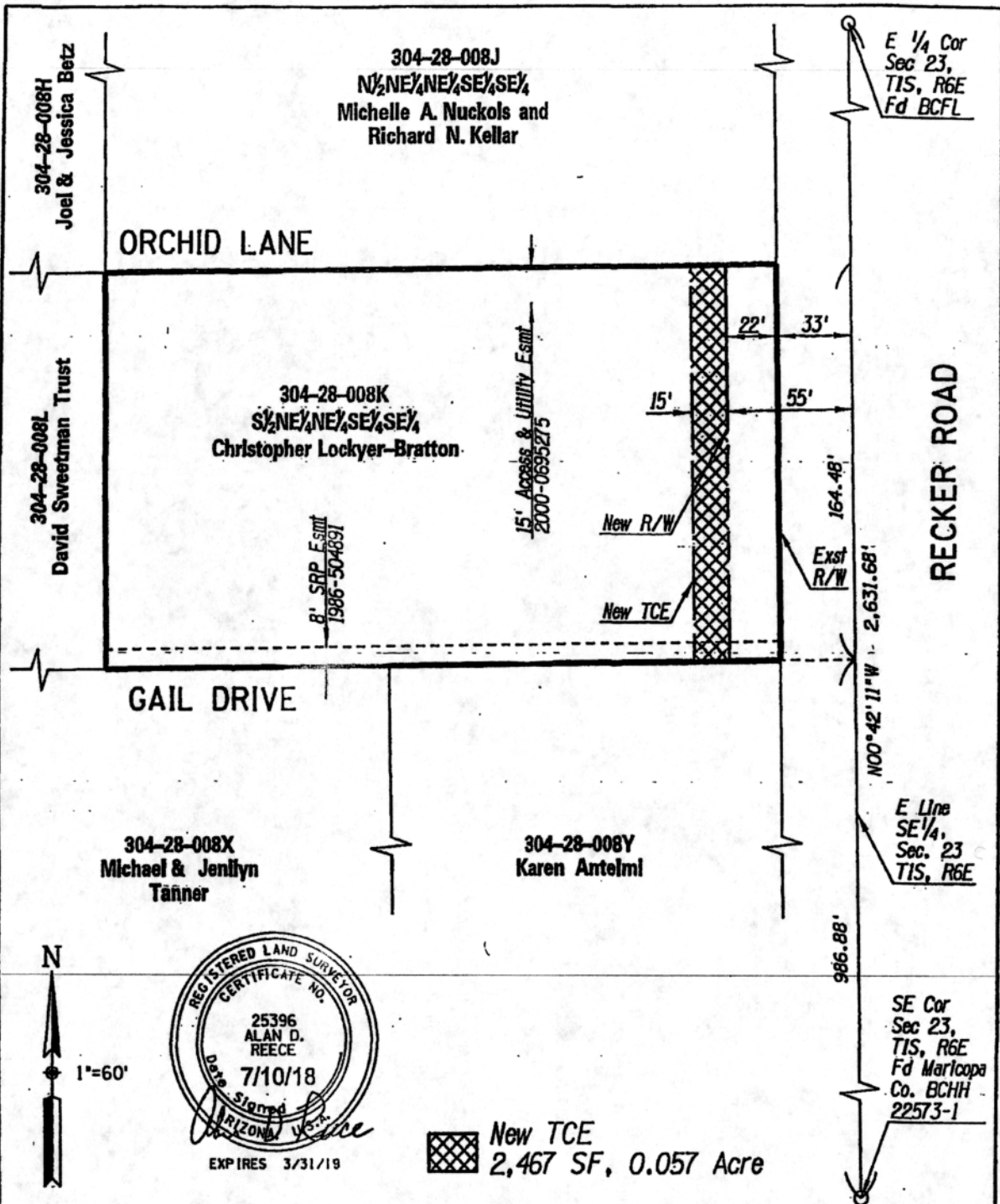
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EXHIBIT TO ACCOMPANY
LEGAL DESCRIPTION FOR
TEMPORARY CONSTRUCTION EASEMENT
ASSESSOR PARCEL 304-28-008K

DATE: 01/18	PROJECT NUMBER ST096 SHEET 1 OF 1
DSN: GLG	
DRN: KRT	
CHK: AR	

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

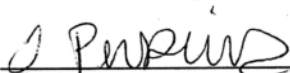
STATEMENT FOR SERVICE OF PROCESS

ENTITY NAME – give the exact name of the corporation or LLC as currently shown in A.C.C. records:
Wallick & Volk, Inc.

A.C.C. FILE NUMBER: **F07839984**

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

By my signature below, **I certify under the penalty of perjury** that, upon information, knowledge, and belief, the above-named entity has either failed to appoint a statutory agent or failed to maintain a statutory agent at the statutory agent address on record with the Arizona Corporation Commission.


 Signature

T. Perkins
 Printed Name

4/11/19
 Date

Service of process fee: \$25.00
 All fees are nonrefundable.

Mail: Arizona Corporation Commission - Records Section
 1300 W. Washington St., Phoenix, Arizona 85007
 Fax: 602-542-3414

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
 If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

QUICK RECEIPT

Arizona Corporation Commission
 Receipt Number: 201906120485850
 Receipt Date: 06/12/2019 09:46AM
 User: IRENE FLORES

Date Printed: 06/12/2019

The following details your transaction(s):

Payment Submitted:

Payment Type	Check/Ref No.	Amount
Check	20116	\$ 25.00
Total Amount:		\$ 25.00

Transactions posted to this receipt:

Entity Name	Document Type	Transaction Amount	Expedite Amount	Waived Document Amount	Waived Expedite Amount	Total Transaction Amount
WALLICK & VOLK, INC.	Service of Process	\$ 25.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 25.00
Total Amount:						\$ 25.00
Total Waived Amount:						\$ 0.00



ARIZONA CORPORATION COMMISSION
Powering Arizona's Future

Wednesday, June 12, 2019

IRENE FLORES

ENTITY INFORMATION

Richard Acker

ENTITY DETAILS

Entity Name: WALLICK & VOLK, INC.	Entity ID: F07839984
Entity Type: Foreign For-Profit (Business) Corporation	Entity Status: Pending Inactive
Formation Date: 8/2/1996	Reason for Status: Pending Revocation - No Stat Agent/No Valid Agent Address Pending Revocation - No Valid Known Place of Business Address
Original Incorporation Date: 8/2/1996	Status Date: 9/28/2018
Approval Date: 8/2/1996	Life Period: Perpetual
Business Type: BANKING/FINANCE	Last Annual Report Filed: 2018
Domicile State: WY	Annual Report/COD Due Date: 8/2/2019
Original Publish Date: 9/23/1996	Fees Due: \$0
	Years Due: 2019

STATUTORY AGENT INFORMATION

Type: Individual	Appointed Status: Active
Name: R MICHAEL GROFF	Agent Last Updated: 9/27/2018
Attention:	Address: 7033 E GREENWAY PARKWAY SUITE 290 , SCOTTSDALE, AZ 85254, USA
Attention:	Mailing Address:
E-mail:	County: Maricopa

PRINCIPAL INFORMATION

Title	Name	Attention	Address	Email	Date of Taking Office	Last Updated
Chairman of the Board of Directors	JAMES D VOLK		222 EAST 18TH STREET, CHEYENNE, WY, 82001, USA		6/2/1976	3/6/2018
Director	JAMES ROUSH		222 EAST 18TH STREET, CHEYENNE, WY, 82001, USA		5/21/2015	3/6/2018
Director	JAMES D VOLK		222 EAST 18TH STREET, CHEYENNE, WY, 82001, USA		6/2/1976	3/6/2018
Shareholder	JAMES D VOLK		NOT REQUIRED, NOT REQUIRED, XXXXX		12/31/9999	3/6/2018
Shareholder	R MICHAEL GROFF		NOT REQUIRED, NOT REQUIRED, XXXXX		12/31/9999	3/6/2018

< Previous

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Next >

Page 1 of 2, records 1 to 5 of 8

Go to Page

ENTITY KNOWN PLACE OF BUSINESS

Attention: Address: % R MICHAEL GROFF 7033 E GREENWAY
PARKWAY SUITE 290, SCOTTSDALE, AZ, 85254, USA County: Maricopa Last Updated: 9/27/2018

ENTITY PRINCIPAL OFFICE ADDRESS

Attention: Address: 222 E 18TH ST, CHEYENNE, WY, 82001, USA County: Laramie Last Updated: 9/27/2018

Back

Return to Search

Return to Results

Microfilm History Correspondence History Comment History
Document History Service History Name History
Payment History



02633423

NO FILING FEE REQUIRED

**CORPORATION
STATEMENT OF CHANGE OF
KNOWN PLACE OF BUSINESS OR STATUTORY AGENT**
Pursuant to A.R.S. §§10-502, 10-1508, 10-11508 & 10-3502

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Customer Call Center (602) 542-3026 or our web site, www.azcc.gov/divisions/corporations to obtain the correct information.

1. The exact name of the corporation on file with the Arizona Corporation Commission (ACC) is:

Washington Mutual Mortgage Securities Corp.

2. The ACC file number is F13458067 C

RECEIVED

3. The known place of business currently on file with the ACC is:

CORPORATION SERVICE COMPANY
2711 N CENTERVILLE RD #400
WILMINGTON, DE 19808

DEC 11 2008

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

4. The name and street address of the current statutory agent on file with the ACC is:

Corporation Service Company
2338 W. Royal Palm Rd. Suite J
Phoenix, AZ 85021

5. (A) The known place of business in ARIZONA is to be changed. The street address of the new known place of business is:

2394 EAST CAMELBACK ROAD
PHOENIX, AZ 85016

- (B) Foreign corporations only:

The known place of business in the State or Country in which the corporation was incorporated is to be changed. The new foreign address is:

C/O Corporation Trust Company
1209 Orange street, Wilmington DE 19801

Indicate which address the Annual Report should be mailed to:

5(A) _____ 5(B) _____

6. (A) The address of the statutory agent is to be changed.* (If the statutory agent has a P.O. box or personal mail box (PMB) then he/she must also provide a physical location/address).

If only changing the statutory agent's address, the statutory agent is the only individual who must sign this statement. * By signing this document, the statutory agent acknowledges that he/she has given the corporation written notice of this change.

Corporation Name: Washington Mutual Mortgage Securities Corp. File Number: F13458067

(B) The statutory agent in ARIZONA is to be changed. The name and street address of the new statutory agent is:

C T Corporation System

2394 East Camelback Road

Phoenix, Arizona 85016

The new statutory agent must accept his/her appointment as the new statutory agent.

**Acceptance of Appointment
By Statutory Agent****
**(required only if a new statutory agent is being appointed)

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 5th day of December, 2008

Signature: *KIT RASEMAN*

Printed Name: KIT RASEMAN Title: Asst. Secy.

C T Corporation System

If signing on behalf of a company, please print the company name here.

Statutory agent must sign only if changing his/her address (Item 6(A)).

Dated this _____ day of _____

Signature: _____

Printed Name: _____

If signing on behalf of a company, please print the company name here.

Changes to corporation(s) other than changes to a statutory agent's address, must be executed by an officer of the corporation.

Dated this 5th day of Dec, 2008

Signature: *Melissa Fox*

Printed Name: Melissa Fox

Title: Vice President

JPMORGAN CHASE & CO.

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT, of JPMorgan Chase & Co. (the "Corporation"), a corporation incorporated under the laws of the State of Delaware, and the direct or indirect owner of the subsidiary entities shown on the list appended hereto (the "Subsidiaries"), does hereby appoint each of Melissa Fox and Florence Merceron, each a CT Corporation Team Member, as a lawful attorney-in-fact for the Corporation and the Subsidiaries, to act for and on behalf of the Corporation and for the Subsidiaries for the limited purposes authorized herein.

The Corporation and the Subsidiaries, having taken or will take all necessary steps to authorize the changes, hereby grant to each the aforesaid attorneys-in-fact the power to execute the documents necessary to change the Subsidiaries' registered agent and registered office, or the agent and office of similar import, in any state.


In the execution of any documents necessary for the purposes set forth herein, Melissa Fox shall exercise the power of Vice President of the Corporation and Florence Merceron shall exercise the power of Assistant Secretary of the Corporation.

This Power of Attorney shall be effective for six (6) months from the date hereof or the earlier of (i) the date this Power of Attorney is revoked by the Corporation; or (ii) with respect to the Attorney named above, the date such Attorney shall no longer be in the employ of CT Corporation or an affiliate thereof.

The authority granted to the Attorney by this Power of Attorney is not transferable to any other party or entity.

This Power of Attorney shall be deemed to be made under, and shall be governed by and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 20 of November, 2008.



Anthony J. Horan, Senior Vice President and Secretary

STATE OF NEW YORK)

) ss.:

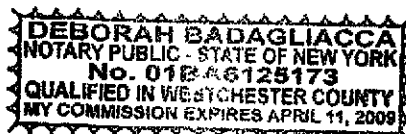
COUNTY OF KINGS)

On the 20 day of November 2008, before me, the undersigned, personally appeared Anthony J. Horan, Senior Vice President and Secretary, personally known to me to be the individual whose name is subscribed to within the instrument, and in his capacity acknowledged this instrument to be the act of JPMorgan Chase & Co. and the seal affixed to it to be its seal.

WITNESS my official seal and signature this day and year aforesaid.



Notary Public



OCT 12 2011

FILE NO. L1713584-2

DO NOT WRITE ABOVE THIS LINE, FOR ACC USE ONLY

ARTICLES OF ORGANIZATION

DO NOT PUBLISH THIS SECTION

NOTE: A professional limited liability company is an LLC organized for the purpose of rendering one or more categories of licensed professional service. Professional service is defined as a service that may be lawfully rendered only by a person licensed in this state to render the service.

1. The LLC name must contain the words "limited liability company" or "limited company" or the abbreviations "L.L.C.", "L.C.", "LLC", or "LC". The Professional LLC name must contain the words "professional limited liability company" or the abbreviations "P.L.L.C.", "P.L.C.", "PLLC", or "PLC."

2. Must be an Arizona address. DO NOT LEAVE THIS SECTION BLANK

3. See Section 3 of the instructions above. A statutory agent is a person you appoint that would receive lawsuit papers if the LLC is sued. A street or physical address is required even if the statutory agent has a P.O. Box.

The agent must sign the articles or provide written consent to the appointment.

Select one. This form may be used for:

- ARIZONA LIMITED LIABILITY COMPANY (A.R.S. §29-632)
- ARIZONA PROFESSIONAL LIMITED LIABILITY COMPANY (A.R.S. §29-841.01)

1. The name of the organization:

A. N-1712612-7
 LLC Name Reservation File Number (if one has been obtained – if not, leave this line blank).

B. TRANS LUCENT CONSULTING LLC
 Limited Liability Company Name

2. Known place of business in Arizona (If address is the same as the street address of the statutory agent, write "same as statutory agent". DO NOT LEAVE THIS SECTION BLANK):

Address 5720 E. EVERETT DRIVE
 City SCOTTSDALE State AZ Zip 85254

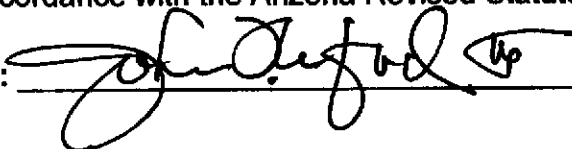
3. The name and street address of the statutory agent in Arizona:

Name JOHN CRAWFORD
 Address 5720 E. EVERETT DRIVE
 City SCOTTSDALE State AZ Zip 85254

Acceptance of Appointment by Statutory Agent:

I JOHN CRAWFORD, having been designated to act as
(print name of the Statutory Agent)

Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statute.

Agent Signature: 

If the statutory agent is an entity, please print the company name here.

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4. Only required for professional limited liability company. The professional services that the company is organized to perform must be described. Professional service is defined as a service that may be lawfully rendered only by a person licensed in this state to render the service.

5. Check only one box. If a dissolution date is stated, it should include the month, day and year. Perpetual means continuing forever or indefinitely.

6. Check A or B to show which management structure will be applicable to your company. Provide name, title and address for each person.

6A. If reserved to the members, check the Members box and provide the name and address of all members. NOTE: if reserved to the members you cannot list any manager.

6B. If vested in one or more managers check the Managers box and provide the name and address of each manager and of each member who owns a twenty percent (20%) or greater interest in the capital or profits of the LLC/ PLLC.

7. Signature. The person signing this document need not be a manager or member of the company.

4. Professional LLCs only – Professional Services - the Professional Limited Liability Company will provide the following professional services:

5. Life Period of the Limited Liability Company: check one:

- The LLC will dissolve on ___/___/_____ (Please enter month, day and four digit year)
- The Limited Liability Company life period is Perpetual.

6. Management Structure: (check one box only) A.R.S. §29-632(5)

A. RESERVED TO THE MEMBERS
IF RESERVED TO THE MEMBERS, DON'T CHECK ANY MANAGER BOXES.

B. VESTED IN ONE OR MORE MANAGERS
IF VESTED IN THE MANAGER(S), AT LEAST ONE NAME BELOW MUST HAVE THE MANAGER BOX CHECKED.

Name JOHN CRAWFORD Name _____

Member Manager (only if "B" is selected above) Member Manager (only if "B" is selected above)

Address: 5720 E. EVERETT DR. Address: _____

City, SCOTTSDALE State, AZ Zip: 85254 City, _____ State, _____ Zip: _____

Name _____ Name _____

Member Manager (only if "B" is selected above) Member Manager (only if "B" is selected above)

Address: _____ Address: _____

City, _____ State, _____ Zip: _____ City, _____ State, _____ Zip: _____

IF YOU NEED MORE SPACE FOR LISTING MEMBERS / MANAGERS PLEASE ATTACH THE ADDITIONAL PAGE TO THE ARTICLES OF ORGANIZATION.

7. SIGNATURE

Signed on this date: 10/09/2011 (mm/dd/yyyy).

Signature: [Signature] Print Name JOHN CRAWFORD

If signing on behalf of a company, please print the company name here.

Phone Number: 602 628-6576 Fax Number: 602 404-8158