

F96000001737

AAA
MORTGAGE
& FINANCIAL
CORPORATION

3643-A 28th Street SE · Grand Rapids, MI 49512

(616) 957-0200 · Fax (616) 957-9148

January 20, 1997

Florida Department of State
Amendment Section
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
97 FEB -4 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002077652--0
-02/04/97--01196--006
*****35.00 *****35.00

Re: AAA Mortgage & Financial Corporation/Name Change

Dear Ladies and Gentlemen:

Enclosed please find an Amendment to your Certificate of Authority. As you will see, our firm has gone through a corporate name change. To support the name change, please find a Certificate of Fact issued from our State of Incorporation (Michigan).

Also included is a check in the amount of \$35.00 for required filing fees.

Thank you in advance for all your assistance in this matter. Please feel free to contact me if you need anything further at (616) 957-4430, extension 1171.

Sincerely,

Mandy M. Hardy

Mandy M. Hardy
Paralegal

200002077652--0
-02/04/97--01196--006
*****35.00 *****35.00

N/c

VS FEB 11 1997

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
97 FEB -4 AM 11:20
TALLAHASSEE, FLORIDA

1. AAA Mortgage ^{AND} Financial Corporation
Name of corporation as it appears on the records of the Department of State.
2. Michigan 3. April 8, 1996
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Name Change to: CommonPoint Mortgage on November 20, 1996
5. CommonPoint Mortgage Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
n/a n/a
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
n/a
New Jurisdiction


Signature

Michael D. Anderson

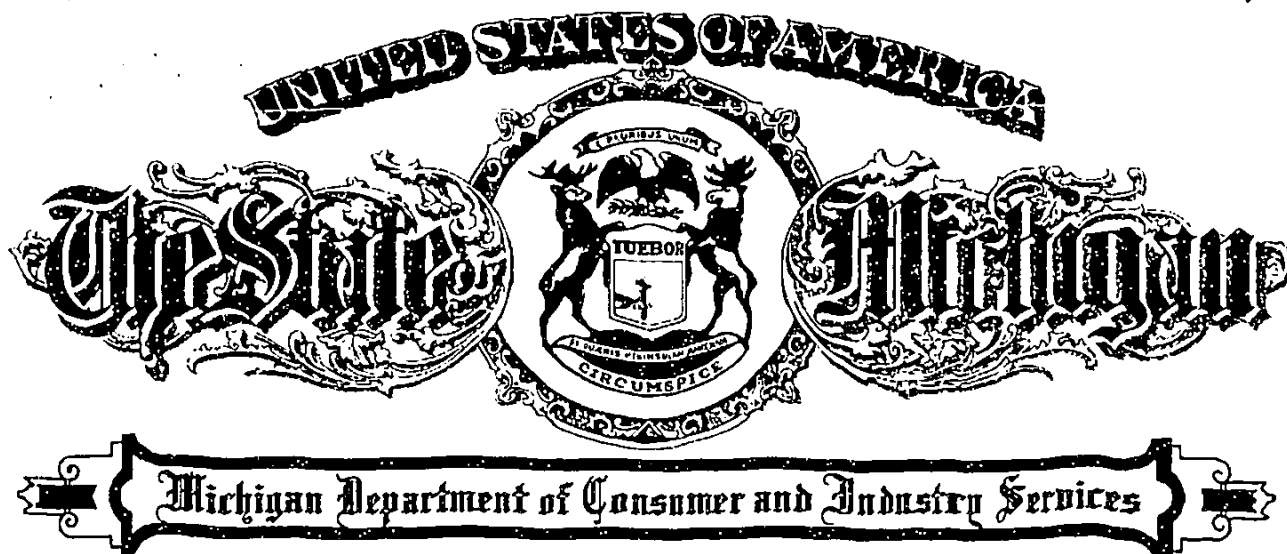
Typed or printed name

January 20, 1997

Date

President

Title



Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 27th day of January, 1997.

Carl L. Lipp, Director

Corporation, Securities and Land Development Bureau

FILED**RECEIVED****NOV 20 1996****RESTATED ARTICLES OF INCORPORATION****NOV 20 1996****OF**Administrator
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAUMI Dept. of Consumer & Industry Services
Corporation, Securities & Land Dev. Bureau**AAA MORTGAGE AND FINANCIAL CORPORATION**

4/6

The following Restated Articles of Incorporation are executed by the undersigned corporation pursuant to the provisions of Sections 641-651, Act 284, Public Acts of 1972, as amended.

1. The present name of the corporation is AAA MORTGAGE AND FINANCIAL CORPORATION.

2. The corporation identification number (CID) assigned by the bureau is 307-481.

3. All of the former names of the corporation are: Anderson Realty, Inc. and Allstate Mortgage & Finance Corporation.

4. The date of filing the original Articles of Incorporation was November 5, 1986.

5. The following Restated Articles of Incorporation supersede the original Articles of Incorporation of AAA Mortgage and Financial Corporation, as heretofore amended, and shall be the Articles of Incorporation of the corporation.

ARTICLE I.

The name of the corporation is CommonPoint Mortgage Company.

ARTICLE II.

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Michigan Business Corporation Act.

ARTICLE III.

The total authorized capital stock is 50,000 shares of a single class of common stock, par value \$1.00. Each such share shall be equal to every other such share.

W
An CK 12.50 38032

ARTICLE IV.

The address of the initial registered office, which is the same as the mailing address, is 3643-A 28th Street, S.E., Grand Rapids, Michigan 49512. The name of the initial resident agent is Michael D. Anderson.

ARTICLE V.

When a compromise or arrangement or a plan of reorganization of the corporation is proposed between the corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing $\frac{3}{4}$ in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VI.

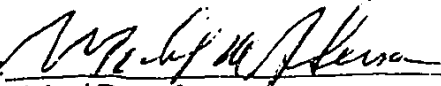
A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director, except for liability: (a) for any breach of the director's duty of loyalty to the corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) resulting from a violation of section 551(1) of the Michigan Business Corporation Act; (d) for any transaction from which the director derived an improper personal benefit; or (e) for any act or omission occurring prior to the date of the approval of this Article. In the event the Michigan Business Corporation Act is amended after the approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Business Corporation Act, so amended. Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal, modification or adoption.

ARTICLE VII.

Directors and officers of the corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by the Michigan Business Corporation Act (or other law) in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether formal or informal and whether brought by or in the name of the corporation, a subsidiary or otherwise) arising out of: (a) any actual or alleged act or omission at any time as a director or officer of the corporation, a subsidiary, or any organization for which the person is serving at the request of the corporation; or (b) their past, present or future status as a director or officer of the corporation, a subsidiary, or any organization for which the person is serving at the request of the corporation. Persons who are not directors or officers of the corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the board of directors of the corporation. The provisions of this Article shall be applicable to directors and officers who have ceased to render such service and shall inure to the benefit of their heirs, executors, and administrators. The right of indemnity provided herein shall not be exclusive, and the corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the board of directors of the corporation may approve that are not inconsistent with the Michigan Business Corporation Act (or other law).

5. These Articles of Incorporation were duly adopted by the unanimous written consent of all of the shareholders entitled to vote in accordance with Section 407(2) of the Act.

Signed this 11th day of November, 1996.

By 
Michael D. Anderson
President

Varnum, Riddering, Schmidt & HowlettLLP
Attn. Suzanne B. Snow
Bridgewater Place
333 Bridge St., N.W., P.O. Box 352
Grand Rapids, MI 49501-0352
(616) 336-6638