

Filing and License Fee: \$310.00 minimum

ID Number: 160109



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Top Flite Financial, Inc.
2. It is incorporated under the laws of Michigan
3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
4. The date of its incorporation is December 3, 2002 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 123 E Grand River Ave Williamston, Michigan 48895
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is National Registered Agents, Inc.
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Mortgage Lender
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Timothy G. Baise</u>	<u>123 E Grand River Ave, Williamston, MI 48895</u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>

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By [Signature]

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STATE OF RHODE ISLAND

- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Timothy G. Baise	123 E Grand River Ave, Williamston, MI 48895
Vice President		
Treasurer	Vacant	
Secretary	Timothy G. Baise	123 E Grand River Ave, Williamston, MI 48895

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
500	Common		No Par Value

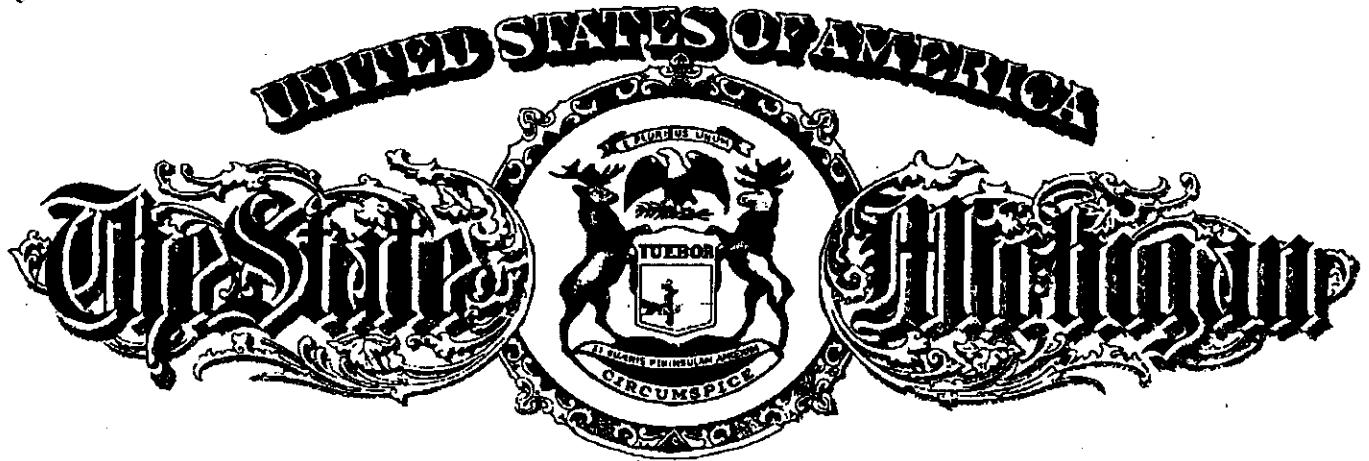
10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 314,445.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 4,000,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 50,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1.25 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: November 20, 2006

Signature of Authorized Officer of the Corporation
Timothy G. Baise, President

Type or Print Name of Authorized Officer



Michigan Department of Labor & Economic Growth

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.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 20th day of November, 2006

Andrew L. Mettelford, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received DEC 03 2002	(FOR BUREAU USE ONLY) FILED DEC 03 2002 Administrative BUREAU OF COMMERCIAL SERVICES
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name	
Address	
City	State ZIP Code
Effective Date:	

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

407-27C

ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Top Flite Financial, Inc.,

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 Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 500

Preferred Shares _____

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The address of the registered office is:

123 E. Grand River Ave. Williamston, Michigan 48895
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

(Street Address or P.O. Box) (City) Michigan (ZIP Code)

3. The name of the resident agent at the registered office is: Timothy G. Baise

ARTICLE V

The name(s) and address(es) of the incorporator(s) is(are) as follows:

Name	Residence or Business Address
Timothy G. Baise	123 E. Grand River Williamston MI 48895

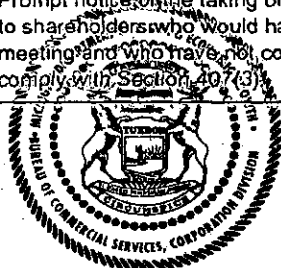
ARTICLE VI (Optional, Delete if not applicable)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this 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 an 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 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 a 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 VII (Optional, Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).



BCS-CO-500 (Rev. 09-01)

The space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional copy if needed.

I (we), the incorporator(s) my (our) name(s) this 2nd day of December, 2002

Timothy G. Baise

