**Filing Fee: $150.00**
**License Fee: $15.00 minimum (§7-1.1-124)**

ID Number: 120800

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

## BUSINESS CORPORATION

## APPLICATION FOR CERTIFICATE OF AUTHORITY
**(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 E*TRADE Mortgage Corporation
2. It is incorporated under the laws of Virginia
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 1-5-2001 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
   c/o McSweeney Burtch & Crump, P.C., 11 South 12th Street, Richmond, VA 23219
6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
   (Street Address, not P.O. Box)
   Providence (City/Town), RI 02903 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is Corporation Service Company
   (Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
   mortgage financing
8. The names and respective addresses of the directors and officers are:

| | Name | Address |
|---|---|---|
| Director | see attached | |
| Director | | |
| President | | |
| Vice President | | |
| Treasurer | | |
| Secretary | | |

FILED
OCT 17 2001
By CC#43 22454

Form No. 150
Revised: 01/99

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:

| Number of Shares | Class | Series | Par Value or Statement that Shares are without Par Value |
|---|---|---|---|
| 1,000 | common | none | $0.01 |
| | | | |
| | | | |

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| Number of Shares | Class | Series | Par Value or Statement that Shares are without Par Value |
|---|---|---|---|
| 1,000 | common | none | $0.01 |
| | | | |
| | | | |

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 1,775,943.

(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*].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 84,000,000.

(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 $ 0.

(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 0 % [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 10/10/01

**E*TRADE Mortgage Corporation**
Print Exact Name of Corporation Making Application

By ______________________

☒ President or ☐ Vice President (check one)

AND

By ______________________

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF California
COUNTY OF Orange

In ______________, on this 10th day of October, 2001, personally appeared before me Tomo Yebisu & Joe Goebel who, being by me first duly sworn, declared that he/~~she~~ is the President & Secretary of the corporation and that he/~~she~~ signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

______________________
Notary Public
My Commission Expires: 12-3-2002

WARREN CARNES
Commission # 1203621
Notary Public - California
Orange County
My Comm. Expires Dec 3, 2002

**RHODE ISLAND - APPLICATION FOR CERTIFICATE OF AUTHORITY**
Applicant: E*TRADE Mortgage Corporation
Attachment: #8 - Officers and Directors

Officers and Directors

| NAME | TITLE | BUSINESS ADDRESS |
|---|---|---|
| Joseph Goebel | Executive Vice President/ Secretary | One Pacific Plaza<br>7755 Center Avenue, Suite 100<br>Huntington Beach, CA 92647 |
| Tomo Yebisu | President/ CEO | One Pacific Plaza<br>7755 Center Avenue, Suite 100<br>Huntington Beach, CA 92647 |
| Robert J. Bernabe | Executive Vice President/ Chief Financial Officer | One Pacific Plaza<br>7755 Center Avenue, Suite 100<br>Huntington Beach, CA 92647 |
| Arlen W. Gelbard | Director | Ballston Tower<br>671 North Glebe Road<br>Arlington, VA 22203-2110 |
| John A. Buchman | Director | Ballston Tower<br>671 North Glebe Road<br>Arlington, VA 22203-2110 |
| Christopher Willard | Director | Ballston Tower<br>671 North Glebe Road<br>Arlington, VA 22203-2110 |

# Commonwealth of Virginia

## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of all documents constituting the charter of E*TRADE Mortgage Corporation.

Nothing more is hereby certified.

STATE CORPORATION COMMISSION
VIRGINIA
SIC SEMPER TYRANNIS
1903

*Signed and Sealed at Richmond on this Date:*
*September 4, 2001*

Joel H. Peck

*Joel H. Peck, Clerk of the Commission*

CIS0508

# ARTICLES OF INCORPORATION

# OF

# E*TRADE MORTGAGE CORPORATION

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation authorized by law to issue shares, pursuant to the provisions of the Virginia Stock Corporation Act, Chapter 9 of Title 13.1 of the Code of Virginia.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is E*TRADE Mortgage Corporation.

* * * * * * * * * * *

SECOND: The number of shares which the corporation is authorized to issue is One Thousand (1,000), all of which are of a par value of $0.01 dollars each and are of the same class and are to be Common shares.

* * * * * * * * * * *

THIRD: The post office address with street and number, if any, of the initial registered office of the corporation in the Commonwealth of Virginia is c/o McSweeney Burtch & Crump, P.C., 11 South 12th Street, Richmond, Virginia 23219. The county or city in the Commonwealth of Virginia in which the said registered office of the corporation is located is the City of Richmond.

The name of the initial registered agent of the corporation at the said registered office is Beverley L. Crump. The said initial registered agent meets the requirements of Section 13.1-619 of the Virginia Stock Corporation Act, inasmuch as he is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar. The business office of the said registered agent of the corporation is identical with the said registered office of the corporation.

* * * * * * * * * * *

FOURTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

* * * * * * * * * * *

FIFTH: The purposes for which the corporation is organized are as follows:

To transact any or all lawful business for which corporations may be incorporated under the provisions of the Virginia Stock Corporation Act, other than the special kinds of business enumerated in Section 13.1-620 of the Virginia Stock Corporation Act.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To have all of the general powers granted to corporations organized under the Virginia Stock Corporation Act whether granted by specific statutory authority or by construction of law.

SIXTH: The name and the address of the individuals who are to serve as the initial directors of the corporation are:

| NAME | ADDRESS |
|---|---|
| Arlen W. Gelbard | 1111 N. Highland Street<br>Arlington, VA 22201 |
| John A. Buchman | 1111 N. Highland Street<br>Arlington, VA 22201 |

Christopher Willard 1111 N. Highland Street
Arlington, VA 22201

SEVENTH: Regarding the management of the business and the regulation of the affairs of the corporation, and for defining, limiting, and regulating the powers of the corporation, its directors, and shareholders, it is further provided:

1. Whenever any provision of the Virginia Stock Corporation Act shall otherwise require for the approval of any specified corporate action the authorization of more than two-thirds of the votes entitled to be cast by any voting group, any such corporate action shall be approved by the authorization of at least a majority of the votes entitled to be cast by said voting group. The term "voting group" as used herein shall have the meaning ascribed to it by Section 13.1-603 of the Virginia Stock Corporation Act.

2. The corporation shall, to the fullest extent permitted by the provisions of the Virginia Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

EIGHTH: The duration of the corporation shall be perpetual.

Signed on January 5, 2001.

Cynthia C. Bock

Cynthia C. Bock, Incorporator

## COMMONWEALTH OF VIRGINIA
## STATE CORPORATION COMMISSION

January 5, 2001

The State Corporation Commission has found the accompanying articles submitted on behalf of

**E*TRADE Mortgage Corporation**

to comply with the requirements of law, and confirms payment of all required fees.

Therefore, it is ORDERED that this

## CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective January 5, 2001.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By T.V. Morrison Jr.

Commissioner

CORPACPT
CIS0317
01-01-05-0505

**ARTICLES OF MERGER**

**OF**

**E*TRADE MORTGAGE CORPORATION** dcm

**AND**

**LOANSDIRECT, INC.**

dcm

To the State Corporation Commission
Commonwealth of Virginia

Pursuant to the provisions of the Virginia Stock Corporation Act governing the merger of a foreign corporation authorized by law to issue shares with and into a domestic corporation authorized by law to issue shares, the corporations hereinafter named do hereby submit the following articles of merger.

1. The names of the merging corporations are, LoansDirect, Inc., which is a corporation authorized by law to issue shares, organized under the laws of the State of California, and E*TRADE Mortgage Corporation, which is a corporation authorized by law to issue shares, organized under the laws of the Commonwealth of Virginia.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging LoansDirect, Inc. with and into E*TRADE Mortgage Corporation, as approved by unanimous written consent of the Board of Directors of each of said corporations.

3. The Plan of Merger was adopted by the unanimous written consent of the sole shareholder of E*TRADE Mortgage Corporation pursuant to the provisions of Section 13.1-657 of the Virginia Stock Corporation Act.

4. The laws of the State of California, the jurisdiction of organization of LoansDirect, Inc., permit the merger of a corporation authorized by law to issue shares of another jurisdiction with and into a corporation authorized by law to issue shares of the Commonwealth of Virginia, the jurisdiction of organization of E*TRADE Mortgage Corporation; and the merger of LoansDirect, Inc. with and into E*TRADE Mortgage Corporation is in compliance with the laws of the State of California.

E*TRADE MORTGAGE CORPORATION

Executed on: 6/8, 2001

By: ______________________
Name: Tomo Yebisu
Title: Executive Vice President

LOANSDIRECT, INC.

Executed on: 6/8, 2001

By: ______________________
Name: Tomo Yebisu
Title: Executive Vice President

## PLAN OF MERGER

PLAN OF MERGER adopted by LoansDirect, Inc., a corporation organized under the laws of the State of California, by unanimous written consent of its Board of Directors as of April 30, 2001, and adopted by E*TRADE Mortgage Corporation, a corporation organized under the laws of the Commonwealth of Virginia, by unanimous written consent of its Board of Directors on April 30, 2001. The names of the corporations planning to merge are LoansDirect, Inc., a corporation organized under the laws of the State of California, and E*TRADE Mortgage Corporation, a corporation organized under the laws of the Commonwealth of Virginia. The name of the surviving corporation into which LoansDirect, Inc. plans to merge is E*TRADE Mortgage Corporation.

1. LoansDirect, Inc. and E*TRADE Mortgage Corporation, shall, pursuant to the provisions of the laws of the Commonwealth of Virginia, and the provisions of the Virginia Stock Corporation Act, be merged with and into a single corporation, E*TRADE Mortgage Corporation, which shall be the surviving corporation at the effective time and date of the merger and is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Virginia Stock Corporation Act. The separate existence of LoansDirect, Inc., which is sometimes hereinafter referred to as the "non-surviving corporatiion," shall cease at the effective time and date of the merger in accordance with the laws of the State of California.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors and officers or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share that is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the State of California, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of California

-, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Virginia Stock Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and of the Commonwealth of Virginia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The parties intend that for U.S. federal income tax purposes this merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

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# COMMONWEALTH OF VIRGINIA
# STATE CORPORATION COMMISSION

June 13, 2001

The State Corporation Commission finds the accompanying articles submitted on behalf of

**E*TRADE Mortgage Corporation**

to comply with the requirements of law. Therefore, it is ORDERED that this

**CERTIFICATE OF MERGER**

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

LOANSDIRECT, INC.

is merged into E*TRADE Mortgage Corporation, which continues to exist under the laws of VIRGINIA with the name E*TRADE Mortgage Corporation. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on June 13, 2001.

STATE CORPORATION COMMISSION

By T.V. Morrison Jr.

Commissioner

MERGACPT
CIS0352
01-06-13-0505