

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

71100

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

COOPERATIVE MORTGAGE SERVICES, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is COOPERATIVE MORTGAGE SERVICES, INC.

SECOND: The name which it elects to use in Rhode Island is

COOPERATIVE MORTGAGE SERVICES, INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Ohio

FOURTH: The date of its incorporation is August 27, 1992 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 5875 Landerbrook Drive, Mayfield Heights, Ohio 44124

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To engage in any lawful act or activity for which a corporation may be qualified including but not limited to origination, sale and/or acquisition of first-lien mortgage loans secured by real property.

Rec'd & Filed MAR 2 1993

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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Edward J. Davidson	Director	22299 S. Woodland Rd., Shaker Heights, OH 44122
Stephen G. Rising	Director	1585 Belle Ave., Lakewood, OH 44107
Albert J. Davidson	Director	3559 S. Green Rd., Beachwood, OH 44122
Dan McDermott	President	1818 Grand Valley Dr., Houston, TX 77090
Deborah J. Voelkel	Vice President	5587 Young Rd., Hudson, OH 44236
Stephen G. Rising	Secretary	1585 Belle Ave., Lakewood, OH 44107
Edward J. Davidson	Treasurer	22299 S. Woodland Rd., Shaker Heights, OH 44122
Chris Petsche, Vice President, MIS Manager, 5587 Young Rd., Hudson, OH 44236		

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
10,500	Common	--	No Par Value

TENTH: 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,023.63	Common	--	No Par Value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,004,501

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 103,940,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 250,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 8/10, 19 93

COOPERATIVE MORTGAGE SERVICES, INC.

[Exact Corporate Name of Corporation Making Application]

By [Signature]
Daniel J. McDermott
Its President
and [Signature]
Stephen G. Rising
Its Secretary

STATE OF OHIO

COUNTY OF CUYAHOGA

} Sc.

At Parade Grounds in said County on the 10th day
of August 1993, before me personally appeared
Daniel J. McDermott, who being by me first duly sworn, declared that
he is the President of COOPERATIVE MORTGAGE SERVICES, INC.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

LISA M. KOWALL, NOTARY PUBLIC
County of Cuyahoga, State of Ohio
My Commission Expires April 29, 1995

Journal of Management Education 30(6)

Page 105 of 105

11-10-9083
ARTICLES OF INCORPORATION
OF
COOPERATIVE MORTGAGE SERVICES, INC.

APPROVED
KM
30749
\$ 400.00
92085711.47

The undersigned, desiring to form a corporation for profit under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code, does hereby certify:

FIRST: The name of the corporation shall be
COOPERATIVE MORTGAGE SERVICES, INC.

SECOND: The place in the State of Ohio where the principal office of the corporation is to be located is 5875 Landerbrook Drive, Mayfield Heights, Cuyahoga County.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.93, inclusive, of the Ohio Revised Code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is Ten Thousand Five Hundred (10,500), all of which shall be Common Shares, without par value.

FIFTH: No holder of shares of the corporation of any class shall be entitled as such, as a matter of right, to subscribe for or purchase shares of any class, now or hereafter authorized, or to subscribe for or purchase securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares, except such rights of subscription or purchase, if any, for such

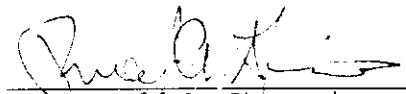
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considerations and upon such terms and conditions as its Board of Directors from time to time may determine.

SIXTH: Notwithstanding any provision of Ohio Revised Code Sections 1701.01 to 1701.98, inclusive, now or hereafter in force, requiring for the authorization or taking of any action the vote or consent of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by law or these Articles of Incorporation, may be authorized or taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes of shares thereof.

SEVENTH: To the extent permitted by law, the corporation, by action of its Board of Directors, may purchase or otherwise acquire shares of any class issued by it at such times, for such considerations and upon such terms and conditions as its Board of Directors may determine.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27th day of August, 1992.

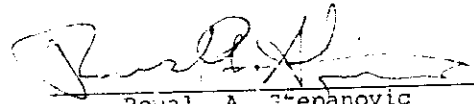


Ronald A. Stepaovic
(Incorporator)

11430-9085

ORIGINAL APPOINTMENT OF AGENT

The undersigned Incorporator of COOPERATIVE MORTGAGE SERVICES INC. hereby appoints Stephen G. Rising, who is a resident of the State of Ohio, as the Agent upon which any process, notice or demand required or permitted by statute to be served upon the corporation may be served. Said agent's complete address is 5875 Landerbrook Drive, Mayfield Heights, Ohio. 44124


Ronald A. Stepanovic
(Incorporator)

File 945

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, BOB TAFT, Secretary of State of the State of Ohio, do hereby certify
that the foregoing is a true and correct copy, certified to on 3 day(s) of February 1923, from
the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at
Columbus, Ohio, this 25th day of
February, 1923

Bob Taft

BOB TAFT
Secretary of State

By D. Henderson

NOTICE: This is an official certification only when reproduced in its entirety.