

Filing and License Fee: \$310.00 minimum

ID Number:

147301



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown

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 MACKENZIE ROE MORTGAGE SERVICES INC.
2. It is incorporated under the laws of NEW JERSEY
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 11/05/01 and the period of its duration is 30 yrs

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1 Broadway  
SUITE 202 DENVILLE NJ 07834

6. The address of its proposed registered office in Rhode Island is 996 Smith St.

(Street Address, not P.O. Box)

Providence, RI 02908 and the name of its proposed registered agent in Rhode Island at

(City/Town)

(Zip Code)

that address is CHRISTINE M. FRASER ESQ.

(Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:

RESIDENTIAL MORTGAGE LOAN BROKERING

8. The names and respective addresses of the directors and officers are:

Name

Address

Director

Director

President

Vice President

Treasurer

Secretary

DAVID P. ZAYGER

290 DIAMOND SPRING RD. DENVILLE NJ 07834

FILED

APR 11 2005

MG2782  
by KMC

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
1000	A	A	NO PAR

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
100	A	A	NO PAR

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 150,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 10,000.
- (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 6.50 %. [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 \$ 1,240,000.
- (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 \$ 240,000.
- (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 20 % [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: 3/14/05

MACKENZIE ROE Mortgage SERVICES INC.

Print Exact Name of Corporation Making Application

By [Signature]

☒ President or ☐ Vice President (check one)

AND

By [Signature]

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF New Jersey  
COUNTY OF Morris

In Demille New Jersey on this 14th day of March, 2005, before me personally appeared David Balzer who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]

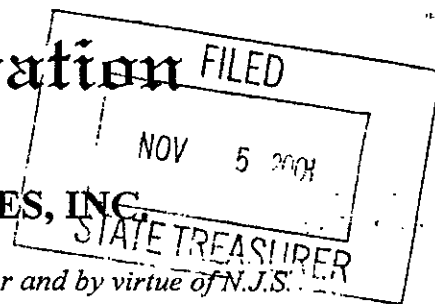
Notary Public  
My Commission Expires:

**ISABEL GARSIDE**  
**NOTARY PUBLIC OF NEW JERSEY**  
**Commission Expires 5/25/2005**

# Certificate of Incorporation

for

**MACKENZIE RAE MORTGAGE SERVICES, INC.**



**T** HIS IS TO CERTIFY THAT there is hereby organized a corporation under and by virtue of N.J.S. 14A:1-1 et seq., the "New Jersey Business Corporation Act."

1. The name of the corporation is MACKENZIE RAE MORTGAGE SERVICES, INC.
2. The address of the corporation's initial registered office is 290 Diamond Spring Road, Denville, NJ 07834. The name of the registered agent at such address is David P. Zaycher.
3. The purpose for which this corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the "New Jersey Business Corporation Act," N.J.S. 14A:1-1 et seq.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares without par value.
5. The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of each person who is to serve as such director is:

David P. Zaycher, 290 Diamond Spring Road, Denville, NJ 07834.

6. The name and address of the incorporator is ALL-STATE International, Inc., 172 West State Street, Trenton, NJ 08608.

In Witness Whereof, each individual incorporator, being over eighteen years of age has signed this certificate, or if the incorporator be a corporation has caused this certificate to be signed by its duly authorized officer this 5th day of November, 2001.

Ruth Schneider, Vice President

ALL-STATE International, Inc.  
172 West State Street  
Trenton, NJ 08608

FILED FOR: Michael J. Rowland, Esq.  
258312A Michael J. Rowland, Esq., P.C.  
4 Second Avenue  
Suite 202  
Denville, NJ 07834

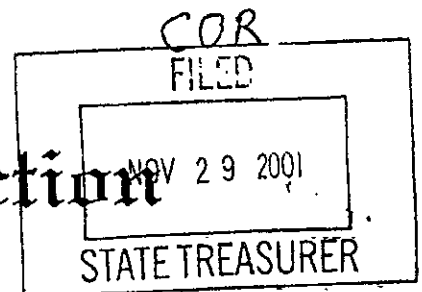
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# Certificate of Correction

for

**MACKENZIE RAE MORTGAGE SERVICES, INC.**



**T**he undersigned hereby submits for filing this Certificate of Correction, executed on behalf of the above named Corporation, pursuant to the provisions of Title 14A:1-6(5), the "New Jersey Business Corporation Act."

1. The Certificate to be corrected is the Certificate of Incorporation, filed November 5, 2001.

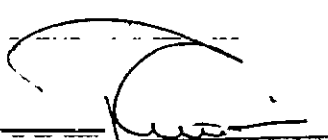
2. The inaccuracy in the Certificate is as follows:

The agent's name and the director's name are misspelled.

3. The Certificate of Correction hereby reads as follows:

The address of the corporation's initial registered office is 290 Diamond Spring Road, Denville, NJ 07834. The name of the registered agent at such address is David P. Zaycher. The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of each person who is to serve as such director is: David P. Zaycher, 290 Diamond Spring Road, Denville, NJ 07834.

In Witness Whereof, the undersigned has been authorized to sign this Certificate of Correction this 29th day of November, 2001.

  
Ruth Schneider, Vice President

ALL-STATE International, Inc.  
172 West State Street  
Trenton, NJ 08608

FILED FOR: Michael J. Rowland, Esq.  
258809A Michael J. Rowland, Esq., P.C.  
4 Second Avenue  
Suite 202  
Denville, NJ 07834

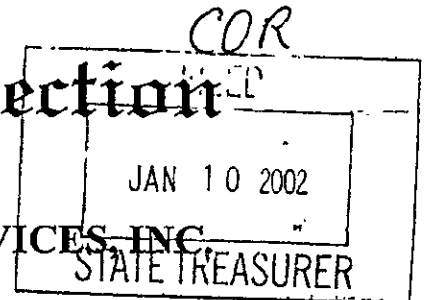
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# Certificate of Correction

for

MACKENZIE RAE MORTGAGE SERVICES, INC.



**T**he undersigned hereby submits for filing this Certificate of Correction, executed on behalf of the above named Corporation, pursuant to the provisions of Title 14A:1-6(5), the "New Jersey Business Corporation Act."

1. The Certificate to be corrected is the Certificate of Correction, filed November 29, 2001.
2. The inaccuracy in the Certificate is as follows:

The agent's name and the director's name are misspelled.

3. The Certificate of Correction hereby reads as follows:

The address of the corporation's initial registered office is 290 Diamond Spring Road, Denville, NJ 07834. The name of the registered agent at such address is David P. Zaycer. The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of each person who is to serve as such director is: David P. Zaycer, 290 Diamond Spring Road, Denville, NJ 07834.

In Witness Whereof, the undersigned has been authorized to sign this Certificate of Correction this 10th day of January, 2002.

Ruth Schneider, Vice President

ALL-STATE International, Inc.  
172 West State Street  
Trenton, NJ 08608

FILED FOR: Michael J. Rowland, Esq.  
259836A Michael J. Rowland, Esq., P.C.  
4 Second Avenue  
Suite 202  
Denville, NJ 07834

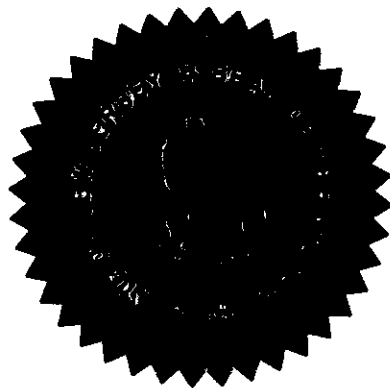
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STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

MACKENZIE RAE MORTGAGE SERVICES, INC.

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
certificate of incorporation, corrections  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.*



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
18th day of March, 2005

A handwritten signature in cursive script, reading "John E. McCormac". The signature is written in black ink and is positioned below the printed name and title.

John E McCormac, CPA  
State Treasurer