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File Number 5455 55217

87115632

SEAL OF THE STATE OF ILLINOIS
OFFICE OF THE
SECRETARY OF STATE



Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF

MEHFILL LYNCH MBS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I have set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 20th day of FEBRUARY AD 19 87 and of the Independence of the United States the two hundred and 11th.*



Jim Edgar
SECRETARY OF STATE

Submit in Duplicate

Remit payment in Certified Check, Cashiers' Check or a Money Order, payable to "Secretary of State". DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS**

This Space For Use By Secretary of State	
Date	2-20-87
License Fee	\$.78
Franchise Tax	\$ 25.00
Filing Fee	\$ 75.00
Penalties	\$
Clerk	100.78

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is Merrill Lynch MBS, Inc.
(State contains the words "corporation", "company", "incorporated")

(To be completed only if the corporate name is not available)
and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is _____

2. State or Country of Incorporation Delaware Date of Incorporation 8/8/79 Period of Duration Perpetual

3. The address of its principal office, wherever located, is c/o Merrill Lynch Hubbard Inc.
Two Broadway, New York, New York 10004

and the address of its principal office in Illinois is c/o C T Corporation System
208 South LaSalle Street, Chicago, Illinois 60604

4. The name and address of its registered agent and its registered office in Illinois are:

Registered Agent C T CORPORATION SYSTEM
First Name Middle Name Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street
Number Street Suite # A PO box name is not acceptable
Chicago 60604 Cook
City Zip Code County

5. The states and countries in which it is admitted or qualified to transact business are: **Concurrently qualifying in all states except AK, CA, HI, MI, NJ, NY, NC, PA, TX & VA**

6. The names and respective residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President	- SEE ATTACHED RIDER B -			
Secretary				
Director				
Director				
Director				

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7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

If not sufficient space to cover this point, add one or more sheets of this size

- SEE ATTACHED RIDER A -

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8. The number of shares which it is authorized to issue and which it has issued are:

Class	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$1.00	50,000	1,000

* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "na".

9. The amount of paid-in capital** is \$ 10,970,000.00

** "Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

(COMPLETE EITHER #10 or #11 below)

10. The corporation elects to pay its license fees and its franchise taxes on the basis of 100% of its paid-in capital.

11. (a) —Give an estimate of the total value of all the property of the corporation for the following year \$ 355,262.00
- (b) —Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois \$ -0-
- (c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ 6,650,845.00
- (d) —State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois \$ 1,000.00

12. INTERROGATORIES

- *** (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?
c/o Merrill Lynch MBS, Inc., Two Broadway, New York, NY 10004
- (b) The number of shares of all classes owned by residents of Illinois is:
-0-
- (c) The number of shares of all classes owned by non-residents of Illinois is:
1,000
- (d) Is the corporation transacting business in this State at this time?
No
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois:
N/A

13. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old.

• PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

*** When the response to #12(a) lists ONLY an Illinois address, then the total business as reflected in #11(c) is also considered to be an Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #12(a).

File No.

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

Filing Fee \$75.00 plus applicable license fee and franchise tax

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FEB 20 1987
JIM EDGAR
Secretary of State

239511-48-

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 — 782-6961

1/28/87

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RECORDING DESK
BOX 170

CA112

00.008.00

00.008.00

COOK COUNTY RECORDER

TRN 444 TRN 458 03/03/87 11:37:60

DEPT-91 RECORDING

\$18.00

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PATENT

George Lee, Secretary
(Type or Print Name and Title)

George Lee
(Signature of Secretary or Assistant Secretary)

attested by

James L. Clouser, Exec. V.P.
(Type or Print Name and Title)

James L. Clouser
(Signature of President or Vice President)

by

Merrill Lynch MB, Inc.
(Exact Name of Corporation)

Dated *October 30*, 19 *86*

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

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Merrill Lynch MBS, Inc.

Incorporated: Delaware - 8/8/79

Qualified:	North Carolina	04/16/81	New York	10/11/79
	Michigan	09/27/79	California	10/09/79
	Virginia	05/25/84	Washington, D.C.	05/24/84

Federal I.D. # 13-3001985

<u>Directors:</u>	<u>Initial Election Date</u>	<u>Current Election Date</u>
Robert P. Andres	11/17/86	11/17/86
James L. Clouser	06/05/86	06/05/86
Richard T. Pratt	11/17/86	11/17/86
Stephen P. Terry	06/05/86	06/05/86

Officers:

Richard T. Pratt	COB	11/17/86	11/17/86
Robert P. Andres	D	11/17/86	11/17/86
Stephen P. Terry	D/P	10/15/86	10/15/86
James L. Clouser	D/EVP	10/15/86	06/06/86
Matthew Burns	EVP	10/15/86	10/15/86
Joseph Schretzmann	EVP	10/15/86	10/15/86
George Lee	S/VP	07/29/85, 02/15/86	02/15/86
Laurie Kotton	T	02/15/86	02/15/86
Dawn Hecker	VP	10/15/86	10/15/86
Thomas J. Holt	VP	07/17/85	02/15/86
Jose A. Perez	VP	10/15/86	10/15/86
Lauren Mandir	VP	10/15/86	10/15/86
Sidney Nelson	VP	10/15/86	10/15/86
Bari-Lynn Dimon	AVP	10/15/86	10/15/86
F. Stephen Alston	AVP	10/15/86	10/15/86
Joyce A. Cox	AVP	10/15/86	10/15/86
Bernard P. Gawley	AVP	10/15/86	10/15/86
Lauren Ginter Jackson	AVP	10/15/86	10/15/86
Michael J. Kelly	AVP	10/15/86	10/15/86
Kim Kesner	AVP	10/15/86	10/15/86
Nelson J. Luria	AVP	10/15/86	10/15/86
Hector Lopez	AVP	10/15/86	10/15/86
Joseph R. Marion	AVP	10/15/86	10/15/86
Rhonda Palumbo	AVP	10/15/86	10/15/86
Louis J. Romanoski	AVP	10/15/86	10/15/86
Carolyn Mullen-St. Clair	AVP	10/15/86	10/15/86
Joseph A. Spiak	AVP	10/15/86	10/15/86
Edna M. Wagner	AVP	07/25/83	02/15/86

Mis/directors/1
October 15, 1986

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Merrill Lynch WBS, Inc.

Robert P. Andres	D	OLP	32 Washington Square New York, N.Y. 10003	130-28-3079
F. Stephen Alston	AVP	CA	1232 East Elm St. Anaheim, CA 92805	551-88-6129
Joseph B. Breen	D	CT	Box 142 Old Church Lane Pound Ridge, N.Y. 10576	101-22-0695
Barbara Bunte	AVP	CA	1300 Park Newport #408 Laguna Hills, CA 92677	553-50-1309
Matthew Burns	EVP	CA	1300 Park Newport #408 Newport Beach, CA 92660	273-38-1360
Joyce A. Cox	AVP	NY	45 Briarcliff Drive. N. Merrick, NY 11566	074-48-7120
James L. Clouser	EVP	NY	752 Norman Place Westfield, N.J. 07090	188-32-3810
Bari-Lynn Dimon	AVP	CA	156 South Terracotta Road Lake Elsinore, CA 92330	561-62-6472
Bernard P. Gawley	VP	NY	145 W. 58th Street New York, NY 10019	131-34-2227
Dawn Hecker	AVP	CA	1536 Serenade Terrace Corona del Mar, CA 92625	553-05-2324
Thomas J. Holt	VP	NY	34 Madison Avenue Kearny, N.J. 07030	154-34-3176
Lauren Ginter Jackson	AVP	GA	4525 Club Drive Atlanta, GA 30319	195-44-2565
David Kelsey	VP	CA	1503 Thompson Avenue Glerdale, CA 91201	567-98-6316
Michael J. Kelly	AVP	NY	111 West 16th Street New York, NY 10011	096-20-9602
Kim Kesner	AVP	CA	205 C. 16th Street Huntington Beach CA 92648	233-98-9435
Laurie F. Kotton	T	NY	321 East 22nd Street New York, NY 10010	048-60-5189

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MERRILL LYNCH MBS, INC.

George Lee	VP/S	NY	1038 Park Avenue Weehawken, N.J. 07087	081-46-4237
Hector Lopez	AVP	FR	938 Durbec Street Country Club, FR 00924	583-52-1395
Nelson J. Luria	AVP	OLP	45 East 85th Street New York, NY 10028	
Lauren Mandir	VP		245-19 North Singing Wood St. Orange, California 92669	566-78-5690
Joseph R. Marion	AVP	OLP	64 Farley Place Allendale, N.J. 07401	122-36-1513
Sidney Nelson	VP	CA	4533 Colbath Street #23 Sherman Oak, California 91423	184-38-3132
Rhonda Palumbo	AVP	CA	4856 Radnor Avenue Lakewood, CA 90713	548-84-1691
Jose A. Perez	VP	NY	16 Spartan Avenue Parsippany, NJ 07054	143-56-8351
Richard T. Pratt	COB		119 Grant Street Jersey City, N.J. 07302	528-44-5033
Louis J. Romanoski	AVP	OLP	17 Ferway Road Yardville, N.J. 08620	207-32-5934
Joseph G. Schretzman	EVP	CA	1300 Park Newport #408 Newport Beach, CA 92660	266-86-1049
Marvin Silverman	AVP	CA	8021 Okean Terrace Los Angeles, CA 90046	285-28-2644
Joseph A. Spiak	AVP	OLP	338 Brookside Drive Fairfield, Conn 96730	042-34-0522
Carolyn Mullen- St. Clair	AVP	NY	1082 Barbey St. Brooklyn, NY 11207	114-46-2759
Stephen P. Terry	DP	OLP	375 South End Ave New York, N.Y. 10280	529-54-3303
Howard A. Shallcross	D	OLP	36 Colt Road Summit, N.J. 07901	157-24-6825
Edna M. Wagner	AVP	NY	131 West 31 Street Bayonne, N.J.	153-26-2733

Mis/directors/3
October 15, 1986

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MERRILL LYNCH PIERCE FENNER SMITH INC.

CORPORATE PURPOSE

To conduct or engage in the business of Origination, closing, servicing and marketing, on a "matched book" basis, of FHA-Insured, Federal Home Loan Mortgage Corporation, Federal National Mortgage Association and conventional loans secured by income-producing property; to act as a loan or mortgage broker; to engage in mortgage banking activities; to invest funds by the purchase of mortgage servicing portfolios; and to serve as mortgage banker in Merrill Lynch Capital Markets mortgage transactions.

c/corp

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RECORDING DESK
BOX 170

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