

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

IRA H. MASTERS,
I, ~~SECRETARY~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

COMMERCIAL CREDIT CORPORATION

a corporation duly organized and existing under the laws of **Maryland** has fully complied with Section 10 Article II of the Constitution, and with Sections 29-501 and 29-502, Idaho Code, Annotated, by filing in this office on the **12th** day of **November** 19 **16**, a properly authenticated copy of its articles of incorporation, and on the **12th** day of **November** 19 **16**, a designation of **J. L. Herrie** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 29, Idaho Code, Annotated, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed

the Great Seal of the State. Done at Boise City,
the Capital of Idaho, this **15th** day
of **November**, in the year of our Lord
one thousand nine hundred **forty-six**,
and of the Independence of the United States of
America the One Hundred **Seventy-First**.

Secretary of State.

COMMERCIAL CREDIT CORPORATION

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the charter of Commercial Credit Corporation, a Maryland corporation, having its principal office at Baltimore, Maryland (hereinafter called "Corporation") is hereby amended by striking out Paragraphs FOURTH and FIFTH of the Certificate of Incorporation, as amended, and inserting in lieu thereof the following:

"FOURTH. The total amount of the authorized capital stock of the Corporation is thirty thousand (30,000) shares of common stock of a par value of One Hundred Dollars (\$100.00) each.

"FIFTH. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of not exceeding thirty thousand (30,000) fully paid and non-assessable shares of the common stock of the Corporation at not less than One Hundred Dollars (\$100.00) for each share thereof.

"The Board of Directors shall have the right in its absolute discretion to determine what portions of earnings and surplus shall be used for dividends and what portion shall be retained for working capital.

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on October 29, 1946, duly advised the amendment of the charter of the Corporation hereinabove set forth by passing a resolution declaring that said amendment is advisable, and calling a meeting of the stockholders to take action thereon.

THIRD: That the meeting of the stockholders of the Corporation called by the Board of Directors of the Corporation as aforesaid was held at Baltimore, Maryland on October 29, 1946, pursuant to waiver of notice duly executed and filed with the records of the meeting, and at said meeting the stockholders, by an affirmative vote of the holders of all the shares of each class of stock outstanding and entitled to vote, adopted the amendment of the charter of the Corporation hereinabove set forth.

FOURTH: A. That the total number and par value of the shares of the capital stock heretofore authorized and the number and par value of the shares of each class are as follows: 20,000 shares common stock, par value \$100.00, total \$2,000,000.

B. That the total number and par value of the shares of the authorized capital stock as increased and the number and par value of the shares of each class are set forth in Article FIRST hereof.

C. That the preferences, voting powers, restrictions and qualifications of each class of the authorized capital stock as increased are set forth in the Charter.

IN WITNESS WHEREOF the Corporation has caused these presents to be signed in its name and on its behalf by its Vice-President and its corporate seal to be hereto attached and annexed by its Secretary on October 29, 1946.

ATTEST:

COMMERCIAL CREDIT CORPORATION

(Sd) W. Russell Mules
Secretary
W. Russell Mules

By (Sd) J. M. Harris
Vice-President
J. M. Harris

STATE OF MARYLAND)
)SS
CITY OF BALTIMORE)

I hereby certify that on October 29, 1946, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared J. M. Harris, Vice-President of Commercial Credit Corporation, a Maryland Corporation, and in the name and on behalf of the Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of the Corporation; and at the same time personally appeared W. Russell Mules and made oath in due form of law that he was Secretary of the meeting of stockholders of the Corporation at which the amendment of the charter of the Corporation set forth in said Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal the day and year last above written.

(S) Katherine Welsh

Katherine Welsh
Notary Public

My commission expires May 5, 1947

COMMERCIAL CREDIT CORPORATION

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the charter of Commercial Credit Corporation, a Maryland corporation, having its principal office at Baltimore, Maryland (hereinafter called "Corporation") is hereby amended by striking out Paragraph FOURTH and FIFTH of the Certificate of Incorporation and inserting in lieu thereof the following:

"FOURTH. The total amount of the authorized capital stock of the Corporation is twenty thousand (20,000) shares of common stock of a par value of One Hundred Dollars (\$100.00) each.

"FIFTH. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of not exceeding twenty thousand (20,000) fully paid and non-assessable of the common stock of the Corporation at not less than One Hundred Dollars (\$100.00) for each share thereof.

"The Board of Directors shall have the right in its absolute discretion to determine what portions of earnings and surplus shall be used for dividend and what portion shall be retained for working capital.

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on June 7th, 1946, duly advised the amendment of the charter of the Corporation hereinabove set forth by passing a resolution declaring that said amendment is advisable, and calling a meeting of the stockholders to take action thereon.

THIRD: That the meeting of the stockholders of the Corporation called by the Board of Directors of the Corporation as aforesaid and duly warned in the manner provided by law, was held at Baltimore, Maryland, on June 17th, 1946,

and at said meeting the stockholders, by an affirmative vote of the holders of all the shares of each class of stock outstanding and entitled to vote, adopted the amendment of the charter of the Corporation hereinabove set forth.

FOURTH: A. That the total number and par value of the shares of the capital stock heretofore authorized and the number and par value of the shares of each class are as follows: 1000 shares common stock, par value \$100.00, total \$100,000.00.

B. That the total number and par value of the shares of the authorized capital stock as increased and the number and par value of the shares of each class are set forth in Article FIRST hereof.

C. That the preferences, voting powers, restrictions and qualifications of each class of the authorized capital stock as increased are set forth in the Charter.

IN WITNESS WHEREOF the Corporation has caused these presents to be signed in its name and on its behalf by its Vice-President and its corporate seal to be hereto attached and annexed by its Secretary on June 18, 1946.

ATTEST:

COMMERCIAL CREDIT CORPORATION

(Signed) W. Russell Mules

Secretary
W. Russell Mules

By (Signed) J. M. Harris

Vice President
J. M. Harris

STATE OF MARYLAND)
)SS
CITY OF BALTIMORE)

I hereby certify that on June 18th, 1946, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared J. M. Harris, Vice-President of Commercial Credit Corporation, a Maryland Corporation, and in the name and on behalf of the Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of the

Corporation; and at the same time personally appeared W. Russell Mules and made oath in due form of law that he was Secretary of the meeting of stockholders of the Corporation at which the amendment of the charter of the Corporation set forth in said Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal the day and year last above written.

(Notarial Seal)

(Signed) Katherine Welsh

Katherine Welsh
Notary Public

My commission expires May 5, 1947

THE COMMERCIAL CREDIT COMPANY

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the charter of The Commercial Credit Company, a Maryland Corporation, having its principal office at Baltimore, Maryland, is hereby amended by striking out paragraph FIRST of the Certificate of Incorporation, and inserting in lieu thereof the following:

"FIRST. The name of the corporation, (which is hereinafter called 'Corporation') is

COMMERCIAL CREDIT CORPORATION "

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on November 27th, 1939, duly advised the amendment of the charter of the Corporation hereinabove set forth by passing a resolution declaring that said amendment is advisable, and calling a meeting of the stockholders to take action thereon.

THIRD: That the meeting of the stockholders of the Corporation called by the Board of Directors of the Corporation as aforesaid and duly warned in the manner provided by law, was held at Baltimore, Maryland, on December 7th, 1939, and at said meeting the stockholders, by an affirmative vote of the holders of all the shares of each class of stock outstanding and entitled to vote, adopted the amendment of the charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF the Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto attached and annexed by its Secretary on December 7th, 1939.

ATTEST:

THE COMMERCIAL CREDIT COMPANY

E. E. Heaton

Secretary

(Corporate Seal)

By

E. C. Wareheim

President

STATE OF MARYLAND)
CITY OF BALTIMORE) SS:

I hereby certify that on December 7, 1939 , before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared E. C. Wareheim, President of The Commercial Credit Company, a Maryland corporation, and in the name and on behalf of the Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of the Corporation; and at the same time personally appeared E. E. Heaton and made oath in due form of law that he was Secretary of the meeting of Stockholders of the Corporation at which the amendment of the charter of the Corporation set forth in said Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal the day and year last above written.

Gladys Lilly
Notary Public

(Notarial Seal)

THE COMMERCIAL CREDIT COMPANY

CERTIFICATE OF INCORPORATION

This is to certify, that the subscribers, HARRY E. SPEARS, whose postoffice address is Twelfth Floor First National Bank Building, Light and Redwood Streets, Baltimore, Maryland, JOSEPH J. MACK, whose postoffice address is Twelfth Floor First National Bank Building, Light and Redwood Streets, Baltimore, Maryland, and EUGENE E. HEATON, whose postoffice address is Twelfth Floor First National Bank Building, Light and Redwood Streets, Baltimore, Maryland, all being of full legal age, and citizens of the State of Maryland, do hereby associate themselves with the intention of forming a corporation, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations.

FIRST. The name of the corporation, "which is hereinafter called "Corporation" is

THE COMMERCIAL CREDIT COMPANY

SECOND. The purposes for which and for any of which, the Corporation is formed and the business and objects to be carried on and promoted by it, are as follows:

1. To buy or otherwise acquire, hold, own, sell, assign, transfer, make loans upon, mortgage, pledge, exchange, invest in, deal in, issue, draw, make, accept, endorse, execute, guarantee, agree to repurchase, have discounted, rediscount, or otherwise dispose of open accounts receivable, commercial paper, promissory notes, drafts, acceptances, bills of exchange, finance bills, conditional sale contracts, leases, mortgages, warehouse and trust receipts, bills of lading, warrants, stocks, bonds, securities and other negotiable or transferable instruments; contracts, including personal property and choses in action of any and every kind, nature and description, either with or without recourse.

2. To manufacture, purchase, or otherwise acquire, to hold, own, sell, assign, transfer, mortgage, pledge, exchange, use, lease, rent or otherwise dispose of, to invest in, trade in, deal in and deal with goods, wares and merchandise and real and personal property of every class and description, and in particular, lands, buildings, machinery, merchandise, business concerns and undertakings, notes, mortgages, guarantees, shares, stocks, bonds, debentures, securities, concessions, produce, policies, and any interest in real or personal property and any claims against such property or against any person or company.

3. To purchase or otherwise acquire all or any part of the business, good will, rights, properties, tangible and intangible, and assets of any individual, firm, partnership, corporation, syndicate, trust, association or other party, and to pay therefor, in whole or in part, with cash or other property or with certificates of interest in and/or instruments of indebtedness of the Corporation or otherwise; to undertake, guarantee, assume and pay in connection therewith all or any part of the liabilities or obligations of any such party or parties; to hold, utilize or in any manner dispose of the whole or any part of the business, good will, rights, properties, tangible and intangible, and assets so acquired; and to conduct and manage in any lawful manner the whole or any part of the business thus acquired and to exercise all powers advantageous or necessary to the successful conduct of said business.

4. To purchase, apply for obtain, register, take on lease or otherwise acquire, hold, own, use, exercise, develop, mortgage, pledge, sell, assign, lease, transfer, take or grant licenses in respect of, or otherwise dispose of and turn to account any and all copyrights, trade marks and trade names and other trade rights, letters patent, licenses, patent rights, patent processes and all similar rights and property however created, issued or granted, whether under the laws of the United States, or of any other country, state, territory or locality, and all rights connected with or appertaining thereto or interest therein or any inventions, improvements, processes, designs, formulae or devices which may seem capable of being used for or in connection with any of the objects or purposes of the Corporation.

5. To subscribe for or cause to be subscribed for, purchase or otherwise acquire, obtain an interest in, hold, own, mortgage, pledge, sell, assign, negotiate, deal in, exchange, transfer or otherwise dispose or bonds, debentures, notes, coupons, mortgages, commercial paper and/or any other instruments of indebtedness, whether fully paid or subject to further payments, and/or certificates of stock, scrip, interim receipts, participation certificates, voting trust certificates, subscription warrants, option warrants and any other certificate of interest in share capital or other property, whether fully paid or subject to further payments, created, issued or granted by any corporation of any kind, wherever or however organized, and/or any individual, partnership, firm, joint stock company, association, syndicate, trust, trustee, government, governmental subdivision or municipality; and to pay therefor in whole or in part with cash or other property of the Corporation or otherwise, and while the owner thereof, to possess and to exercise in respect thereof, all rights, powers and privileges of ownership, including the right to vote thereon or in respect thereof, and to do any acts or things designed to protect, preserve or enhance the value of any thereof; to aid in any manner any corporation, individual, partnership, firm, joint stock company, association, syndicate, trust and/or trustee, whose securities or obligations are so held, and to carry on all the objects and exercise all of the powers provided for by this paragraph as fully as a natural person might be entitled to do, but not in violation of the laws of the State of Maryland or of the United States of America.

6. To acquire by purchase, lease or otherwise, to own, use and operate factories, shops and manufacturing plants, including lands, building, machinery, equipment and appliances, warehouses, stores and other property within or without the State of Maryland which may be useful to accomplish

ductive to or expedient for the accomplishment of any of such purposes; and in furtherance of the foregoing and of all the powers in this article granted, to execute, from time to time, such general or special powers of attorney, and to such persons as the board of directors may approve, granting to such persons all powers, either in the United States or in any other country, state, territory or locality which the board of directors may determine, and to revoke such powers of attorney as and when the board of directors may desire.

14. To maintain an auditing, accounting, credit, collection, financial and legal department and to have experienced auditors periodically check up and audit the books of the customers of this Corporation, and upon request to give said customers the unlimited use of said collection department and unlimited expert advice on credit, financial and legal matters in connection with any transaction had with said customers.

15. To obtain for its customers, at their expense, bonds, guaranteeing this Corporation against loss through dishonesty of said customers, and to retain all or any part of the premium so paid by said customers, and to assume directly the risk of loss through said dishonesty, or at its option to secure the usual fidelity bonds.

16. To enter into, make and perform contracts without limit as to character or amount; to execute, issue and endorse any bonds, debentures and notes; and make, draw, accept and endorse drafts, bills of exchange and negotiable instruments of all kinds as permitted by law.

17. To have one or more offices and places of business, and to carry on all or any of its operations and business, and without restriction or limit, as to amount or place, in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

18. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to exercise all the powers conferred by the Laws of Maryland upon corporations under the General Laws of the State of Maryland.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relating to corporations which are contained in the General Laws of this State.

THIRD. The postoffice address of the place at which the principal office of the Corporation in this State will be located is First National Bank Building, Light and

Redwood Streets, Baltimore, Maryland. The resident agent of the Corporation is HARRY E. SPEARS, whose postoffice address is Twelfth Floor First National Bank Building. Light and Redwood Streets, Baltimore, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH. The total amount of the authorized capital stock of the Corporation is One Thousand (1,000) shares of Common Stock of the par value of One hundred Dollars (\$100.00) each.

FIFTH. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of not exceeding One Thousand (1,000) fully paid and non-assessable shares of the Common Stock of the Corporation at not less than One Hundred Dollars (\$100.00) for each share thereof.

The Board of Directors shall have the right, in its absolute discretion, to determine what portions of earnings and surplus shall be used for dividends and what portion shall be retained for working capital.

SIXTH. By resolution of its Board of Directors, the Corporation shall have power to create and issue, whether or not in connection with the issue and sale of any share of stock or other securities of the Corporation, rights or options entitling the holder thereof to purchase from the Corporation any shares of its capital stock of any class or classes, such rights or options to be evidenced by or in such instrument or instrument as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which any such shares may be purchased from the Corporation upon the exercise of any such right or option shall be such as shall be fixed and stated in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and, in every case, set forth or incorporated by reference in the instrument or instruments evidencing such rights or options.

SEVENTH. The Board of Directors from time to time shall determine whether and to what extent and at what times and places and under what conditions and circumstances

accounts and books of this Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of this Corporation except as conferred by statute or as authorized by the Board of Directors or by a resolution of the stockholders.

EIGHTH. No contract or other transaction between this Corporation and any other corporation, whether or not a majority of the capital stock of either corporation shall be owned by the other, shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to or may be interested in any contract or transaction of this Corporation, or in which this Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or directors of this Corporation is or are parties to or interested in such contract, act or transaction, or, in any way, connected with such person or persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability, that might otherwise exist, from thus contracting with any corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested, and any director of the corporation, who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum, at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract, act or transaction, and may vote thereat to authorize any such contract, act or transaction with like force and effect as if he were not such officer or director of such other corporation or not so interested.

NINTH. This Corporation may, in its By-laws, make any other provisions or requirements for the management or conduct of the business of this Corporation, provided the same be not inconsistent with the provisions of this Certificate or contrary to

the laws of the State of Maryland or of the United States.

TENTH. This Corporation reserves the right to amend, alter, change, add to or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon officers, directors and stockholders herein are granted subject to this reservation.

ELEVENTH. Directors. The Corporation shall have five (5) directors, and WILLIAM H. GRIMES, HARRY B. MATHEWS, C. ROY WARREN, W. BRUCE WYLIE and HARRY E. SPEARS shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

IN WITNESS WHEREOF, the subscribers have signed this Certificate of Incorporation on June 15, 1931.

WITNESS:

(Signed) Harry E. Spears

(Signed) Joseph J. Mack

(Signed) W. Russell Mules

(Signed) Eugene E. Heaton

STATE OF MARYLAND)
CITY OF BALTIMORE)

To Wit:

This Is To Certify, That on the 15th day of June, 1931, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore personally appeared HARRY E. SPEARS, JOSEPH J. MACK and EUGENE E. HEATON, and several acknowledged the foregoing Certificate of Incorporation to be their act.

WITNESS my hand and notarial seal the day and year last above written.

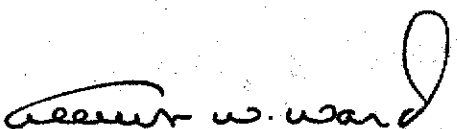
(Notarial Seal)

(Signed) W. Russell Mules
Notary Public.

STATE TAX COMMISSION OF MARYLAND:

THIS IS TO CERTIFY that the within instruments are true copies of Certificate of Incorporation of "THE COMMERCIAL CREDIT COMPANY" as approved and received for record by the State Tax Commission of Maryland June 15, 1931; Articles of Amendment changing its name to: "COMMERCIAL CREDIT CORPORATION", as approved and received December 8, 1939; Articles of Amendment approved and received June 27, 1946; and Articles of Amendment approved and received ^{for record} October 29, 1946.

AS WITNESS my hand and seal of said Commission at Baltimore this 8th day of November , 1946.



Albert W. Ward,
Secretary