

CERTIFICATE OF AUTHORITY  
OF

DIAL LEASING CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of DIAL LEASING CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to DIAL LEASING CORPORATION to transact business in this State under the name DIAL LEASING CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated July 14, 1980



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Dial Leasing Corporation
2. \*The name which it shall use in Idaho is Dial Leasing Corporation
3. It is incorporated under the laws of Iowa
4. The date of its incorporation is March 25, 1977 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 207 9th Street, Des Moines, Iowa 50307
6. The address of its proposed registered office in Idaho is 267 North Orchard Street, Boise, Idaho 83704, and the name of its proposed registered agent in Idaho at that address is Larry R. Hilliard
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: leasing
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>William F. Kramer</u>	<u>President/Director</u>	<u>207 9th Street, Des Moines, IA</u>
<u>Robert W. Bettie</u>	<u>Secretary</u>	<u>207 9th Street, Des Moines, IA</u>
<u>Eugene A. Anderson</u>	<u>Vice President</u>	<u>207 9th Street, Des Moines, IA</u>
<u>Dennis E. Young</u>	<u>Treasurer</u>	<u>207 9th Street, Des Moines, IA</u>
<u>Donald R. Banning</u>	<u>Vice President</u>	<u>207 9th Street, Des Moines, IA</u>
<u>Steve R. Wagner</u>	<u>Asst. Sec./Director</u>	<u>207 9th Street, Des Moines, IA</u>
<u>James R. Berens</u>	<u>Director</u>	<u>207 9th Street, Des Moines, IA</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$100.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10	common	\$100.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

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

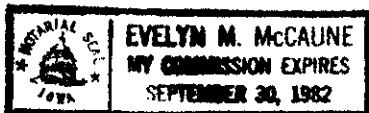
Dated July 3, 19 80.

Dial Leasing Corporation  
By William F. Kramer  
William F. Kramer  
Its President  
and Steve R. Wagner  
Steve R. Wagner  
Its Assistant Secretary

STATE OF IOWA )  
COUNTY OF POLK ) ss:

I, Evelyn M. McCaune, a notary public, do hereby certify that on this 3rd day of July, 19 80, personally appeared before me William F. Kramer, who being by me first duly sworn, declared that he is the President of Dial Leasing Corporation

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Evelyn M. McCaune  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Nº 41335



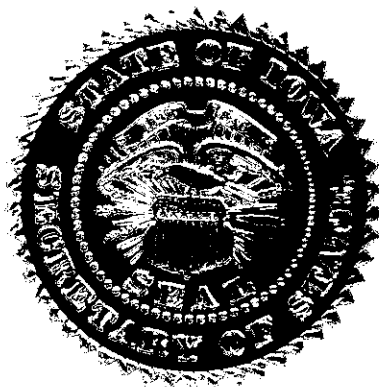
To All To Whom These Presents Shall Come, Greeting:

*I, Melvin D. Synhorst, Secretary of State of the State of Iowa, do hereby certify that the following and hereto attached is a true copy of*

*Articles of Incorporation of* DIAL LEASING CORPORATION  
an Iowa corporation

*filed in this office on the* 25th *day of* March *19* 77.

*As the same appear of record in this office.*



In Testimony Whereof, I have hereunto  
set my hand and affixed the official seal  
of the Secretary of State at the Capitol, in  
Des Moines, this 6th day of June  
A.D. nineteen hundred and Eighty

*Melvin D. Synhorst*  
Secretary of State

Deputy

## ARTICLES OF INCORPORATION

OF

## DIAL LEASING CORPORATION

I, the undersigned person, acting as incorporator of a corporation organized under the Iowa Business Corporation Act, Chapter 496A, Code of Iowa 1975, hereby adopt the following Articles of Incorporation for such corporation.

## ARTICLE I

The name of the corporation is Dial Leasing Corporation.

## ARTICLE II

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 496A, Code of Iowa 1975.

## ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock of the par value of \$100.00 per share.

## ARTICLE IV

The address of the initial registered office of the corporation is 207 Ninth Street, in the City of Des Moines, County of Polk, Iowa, and the name of the initial registered agent at such address is Richard S. Levitt.

## ARTICLE V

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAMEADDRESS

Mabel Anne Fisher

128 East 35th Court  
Des Moines, Iowa 50317

William P. Kramer

7321 Roseland Drive  
Des Moines, Iowa 50322

James L. Rohvedder

606 34th Place  
West Des Moines, Iowa 50265

## ARTICLE VI

The name and address of the incorporator is:

Richard J. Brinkman

2717 - 69th Street  
Des Moines, Iowa 50322

ARTICLE VII

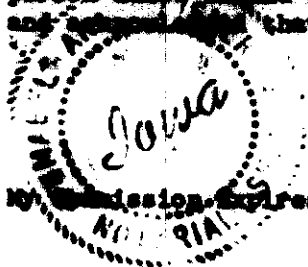
As the corporation is one of the various subsidiaries affiliated with a parent corporation, it is contemplated that there will be relations between this corporation and its parent corporation, and associated companies and persons; therefore, no contract, act or other transaction between this corporation and any person or persons, co-partnership, corporation or association shall be affected or invalidated by the fact that any one or more of the shareholders, directors or officers of this corporation is interested in, or is a shareholder, director or officer of such other corporation or association, or is a party to or interested in such other contract, act or other transaction, or, in anyway connected with such person or persons, co-partnership, association or corporation or that in any transaction between this corporation and another corporation either of them is a shareholder in the other. Any person who may become a director of this corporation is hereby relieved from all disability or liability arising out of any contract in good faith with the corporation for the benefit of himself or any person or persons, co-partnership, association or corporation in which he may have or represent a financial interest.

Dated this 25th day of March, 1977.

Richard J. Brinkman  
Richard J. Brinkman

STATE OF IOWA :  
:88  
COUNTY OF POLK :

On this 25th day of March, 1977, before me, a Notary Public, personally appeared Richard J. Brinkman, to me known to be the identical person named in and who executed the foregoing Articles of Incorporation and acknowledged that he executed the same as his voluntary act and deed.



Orabel Anne Fisher  
Notary Public in and for the State of Iowa

My Commission Expires: 9-30-78

CONSENT TO USE NAME

I, Robert W. Bettie, certify that I am Secretary of each of the following Iowa corporations, who, by these presents, give their consent to Dial Leasing Corporation to use the name Dial Leasing Corporation.

Robert W. Bettie  
Robert W. Bettie

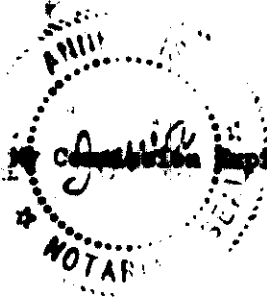
Dial Finance Company No. 1  
Dial Finance Company of Burlington No. 1  
Dial Finance Company of Georgia  
Dial Finance Company of Illinois  
Dial Finance Company of San Jose No. 1  
#1 Dial Finance Company

STATE OF IOWA :  
                  : SS  
COUNTY OF POLK :

Subscribed and sworn to before me this 25th day of March, 1977.

Robert W. Bettie  
Notary Public in and for the State of Iowa

My Commission Expires: 9-30-78



CONSENT TO USE NAME

I, Alfred Z. Winick, certify that I am Secretary of each of the following Iowa corporations, who, by these presents, give their consent to Dial Leasing Corporation to use the name Dial Leasing Corporation.

Alfred Z. Winick  
Alfred Z. Winick

Dial Computer Systems Corporation  
Dial Financial Corporation

STATE OF IOWA :  
: 88  
COUNTY OF FOLK :

Subscribed and sworn to before me this 23rd day of March, 1977.

Robert C. Fisher  
Notary Public in and for the State of Iowa

My Commission Expires: 9-30-78

OFFICE OF THE SECRETARY OF STATE

The	Notary Public in and for the State of Iowa	Commission Expires	9-30-78
By	Alfred Z. Winick	Witness	Robert C. Fisher
Date	March 25, 1977	Notary Public	Robert C. Fisher



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CONSENT TO USE OF NAME

SECRETARY OF  
STATE

I, Steve R. Wagner, hereby certify that I am Assistant Secretary of the following corporations, who by these presents give their consents to each other to use their respective names.

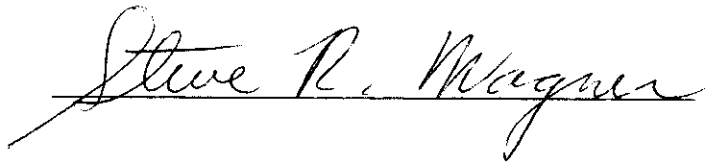
Dial Finance Company of Idaho (Idaho corporation)

Dial Leasing Corporation (Iowa corporation)

Dial Corporation, Inc. (Nevada corporation)

Dial Computer Systems Corporation, Inc. (Nevada corporation)

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of July, 1980.

A handwritten signature in cursive script, reading "Steve R. Wagner", is written over a horizontal line.