

State of Idaho

Office of the Secretary of State

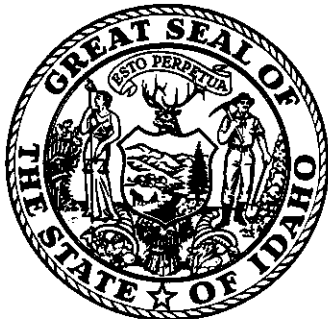
**CERTIFICATE OF AUTHORITY
OF
MERRICK BANK CORPORATION**

File Number C 158463

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 20 January 2005



Ben Yursa

SECRETARY OF STATE

By *Janette Holloman*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2005 JAN 20 AM 8:49

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is: Merrick Bank Corporation
- The name which it shall use in Idaho is: Merrick Bank Corporation
- It is incorporated under the laws of: Utah
- Its date of incorporation is: August 23, 1996
- The address of its principal office is: 10705 S. Jordan Gateway, South Jordan Utah 84095
- The address to which correspondence should be addressed, if different from item 5, is: _____
- The street address of its registered office in Idaho is: 300 North 6th Street, Boise ID
and its registered agent in Idaho at that address is: CT Corporation Systems
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>David B. Watson</u>	<u>Chairman</u>	<u>10705 South Jordan Gtway, S. Jordan UT</u>
<u>Richard L. Urrutia</u>	<u>President/CEO</u>	<u>10705 South Jordan Gtway, S. Jordan UT</u>
<u>E. Russell Vetter</u>	<u>Secretary</u>	<u>10705 South Jordan Gtway, S Jordan UT</u>
<u>Robert Perro</u>	<u>Board Member</u>	<u>50 Charles Lindberg Dr. Salt Lake City, UT</u>
<u>Julie Salinger</u>	<u>Board Member</u>	<u>134 Plumtree Rd. Deerfield IL</u>
<u>Hendricks Bessinbinder</u>	<u>Board Member</u>	<u>9266 Par Road, Park City, UT</u>

** see attached for more names **

Dated: 12/28/04

Signature: [Signature]

Typed Name: Richard L. Urrutia

Capacity: President/CEO

Customer Acct # : _____
(if using pre-paid account)

Secretary of State use only

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forms\appforauthority_profit.pmf
Revised 07/2002

Web Form

IDAHO SECRETARY OF STATE
01/20/2005 05:00
CK: 276980763 CT: 185373 BH: 788271
1 @ 100.00 = 100.00 AUTH PRO # 2

158463

Director Shares	Address	Principal Occupation
David B. Watson	23 Inness Place Manhasset, New York	EVP Credit Card Servicing Company
Richard L. Urruta	1056 N. Murdock Pleasant Grove, Utah	President Merrick Bank
Robert A. Perro	14 Caumsett Farms Woodbury, New York	Investment Fund CFO
Julie L. Salinger	134 Plumtree Road Deerfield, Illinois	Retired Regulator
Hal Heaton	1441 North 1450 East Provo, Utah	Professor, BYU
Hendricks Bessinbinder	9266 Par Court Park City, Utah	Professor, UofU
Howard N. Wallick	489 Marlborough Brooklyn, New York	Real Estate Developer
Russell Vetter	1428 Laird Ave Salt Lake City, Utah	EVP, Corporate Counsel



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

11/10/2004
1322072-014211102004-354727

CERTIFICATE OF EXISTENCE

Registration Number: 1322072-0142
Business Name: MERRICK BANK CORPORATION
Registered Date: August 23, 1996
Entity Type: Corporation
Current Status: Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division; and, that Articles of Dissolution have not been filed.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code

DIRK KEMPTHORNE
GOVERNOR



GAVIN M. GEE
DIRECTOR

STATE OF IDAHO
DEPARTMENT OF FINANCE
700 W. STATE STREET, 2ND FLOOR
P.O. BOX 83720
BOISE, IDAHO 83720-0031
Website: finance.state.id.us

January 10, 2005

Monique Foust
Paralegal for General Counsel
MERRICK BANK CORPORATION
P.O. Box 5000
Draper, Utah 84020-5000

Dear Ms. Foust:

Your correspondence requesting approval of the corporate name "Merrick Bank Corporation" for use in the state of Idaho was received by facsimile on January 7, 2005, and has been reviewed by Department staff. Your letter represents that Merrick Bank Corporation is an industrial bank incorporated in the state of Utah, and is an FDIC insured deposit institution. Your letter also represents that the company will limit its activities in Idaho to making installment loans on boats and RVs through established dealers in the state of Idaho, and will not operate as a bank.

Please be sure that Merrick Bank Corporation has properly qualified under the Idaho Credit Code, Idaho Code § 28-41-101, *et seq.* prior to engaging in any lending activities that fall under that Act.

Section 26-1202 of the Idaho Bank Act prohibits any person, other than a national bank, not authorized to operate as a bank under the Act, to advertise or use as part of its company name the word "bank" or "banker" or any other word of similar import. The Bank Act does not authorize the Director of the Idaho Department of Finance to waive the requirement of the law. Rather, the Department is offering "no objection" to your company's use in Idaho of the name Merrick Bank Corporation. Under the circumstances set forth in your letter, we do not believe the name proposed by your company for use in Idaho is misleading to the public. While the Department does not intend to pursue an action under this statute, it is possible that another agency may do so. However, we believe the likelihood is slight.

Please feel free to contact the Idaho Department of Finance if you have any further questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Gavin M. Gee", with a long horizontal line extending to the right.

Gavin M. Gee, Director
Idaho Department of Finance

Banks & Savings Banks (208) 332-8005
Credit Unions (208) 332-8003
Securities (208) 332-8004
Money Transmitters (208) 332-8004

PHONE: (208) 332-8000
FAX: (208) 332-8098
Director's Fax: (208) 332-8097
Securities Fax: (208) 332-8099

Supporting Services (208) 332-8001
Mortgage Companies (208) 332-8002
Finance Companies (208) 332-8002
Collection Agencies (208) 332-8002

EQUAL OPPORTUNITY EMPLOYER