

State of Idaho

Department of State

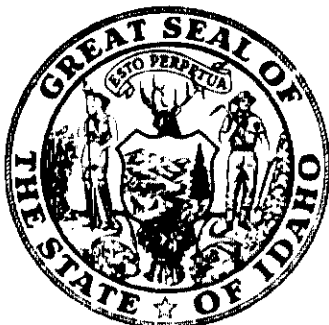
CERTIFICATE OF AUTHORITY
OF
ROCK FINANCIAL CORPORATION

File Number C 123693

I PETE T. CENARRUSA, 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: April 20, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

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

1. The name of the corporation is ROCK FINANCIAL CORPORATION
2. The name which it shall use in Idaho is ROCK FINANCIAL CORPORATION
3. It is incorporated under the laws of MICHIGAN
4. Its date of incorporation is 6-21-85 and its duration, if other than perpetual, is PERPETUAL
5. The address of its principal office in the state or country under the laws of which it is incorporated is
30600 TELEGRAPH ROAD, SUITE 4000, BINGHAM FARMS, MI 48025
6. The address to which correspondence should be addressed, if different than item 5, is SAME AS #5
7. The street address of its registered office in Idaho is c/o C T CORPORATION SYSTEM
300 North 6th Street, Boise,
Idaho 83701, and its registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
To engage in any business activity which is permitted for corporations under the
laws of the State of Idaho, including but not limited to, residential mortgage lending.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>PLEASE SEE ATTACHED LIST</u>		

IDAHO SECRETARY OF STATE

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

Dated: APRIL 8, 1998

ROCK FINANCIAL CORPORATION

(Corporation name)

By

Richard Chyette
Its President, Vice-President, Secretary or Assistant Secretary
RICHARD CHYETTE (please specify)

6/10/98 10:10:23 AM

104014052 CT: 19295 MH: 102601

State of Idaho
Application For Certificate of Authority

ROCK FINANCIAL CORPORATION
Attachment

Officers and Directors

Name	Office	Address
Daniel Gilbert	Director and CEO	30600 Telegraph Road, Suite 4000, Bingham Farms, MI 48025
Steven Stone	Director and President	30600 Telegraph Road, Suite 4000, Bingham Farms, MI 48025
Gary Gilbert	Director	640 North LaSalle, Ste. 660, Chicago, Illinois 60610
Lindsay Gross	Senior Executive Vice President	30600 Telegraph Road, Suite 4000, Bingham Farms, MI 48025
David Carroll	Chief Operations Officer	30600 Telegraph Road, Suite 4000, Bingham Farms, MI 48025
Richard Chyette	Secretary and Corporate Counsel	30600 Telegraph Road, Suite 4000, Bingham Farms, MI 48025
Frank Plenskofski	Treasurer and Chief Financial Officer	30600 Telegraph Road, Suite 4000, Bingham Farms, MI 48025



Lansing, Michigan

This is to Certify That

ROCK FINANCIAL CORPORATION

was validly incorporated on June 21, 1985, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 14th day of April, 1998.

Julie Croll

, Director

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Corporation, Securities and Land Development Bureau