

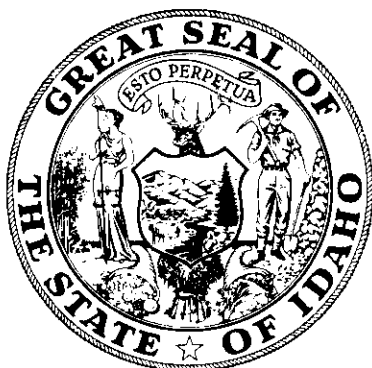
CERTIFICATE OF AUTHORITY
OF

FCA AMERICAN MORTGAGE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **FCA AMERICAN MORTGAGE 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 **FCA AMERICAN MORTGAGE CORPORATION** to transact business in this State under the name **FCA AMERICAN MORTGAGE CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 27, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 FCA American Mortgage Corporation
2. *The name which it shall use in Idaho is FCA American Mortgage Corporation
3. It is incorporated under the laws of California
4. The date of its incorporation is August 8, 1983 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 2811 Wilshire Blvd., 8th Floor, Santa Monica, California 90403
6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To make, purchase, sell, dispose of, service or hold commercial loans and investments, including participations, as are specifically authorized by federal or state laws for California, state-chartered savings and loan associations or federal savings and (See attachment
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
(See attached)		

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
1000		Shares are without par value

(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
<u>1000</u>	<u></u>	<u>Shares are without par value</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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.

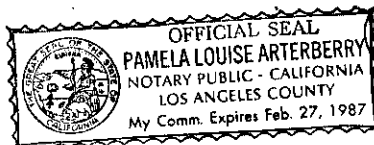
Dated September 12, 1983.

By J. Darrell Roake Sr. Vice President
and Vickie Neemeyer Assistant Secretary
Its Assistant Secretary

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss:

I, PAMELA LOUISE ARTERBERRY, a notary public, do hereby certify that on this 12th day of September, 1983, personally appeared before me J. Darrell Roake & Vickie Neemeyer, who being by me first duly sworn, declared that he is the Sr. Vice President and Assistant Secretary of ECA American Mortgage Corporation

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



Pamela Louise Arterberry
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.

Attachment

No. 7 (Cont'd.)

loan associations and all related commercial real estate activities necessary to carry out said purposes.

4/11/81

August 29, 1983

DIRECTORS OF FCA AMERICAN MORTGAGE CORPORATION

Address: 2811 Wilshire Boulevard, 8th Floor
Santa Monica, California 90403

J. FOSTER FLUETSCH

FRANK VAUGHAN

ARTHUR SHINGLER

DAVID W. DRESNICK

EDWARD A. SABBAGH

WILLIAM J. WRIGHT

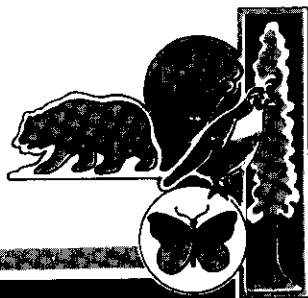
THOMAS F. SMITH

August 29, 1983

OFFICERS OF FCA AMERICAN MORTGAGE CORPORATION

Address: 2811 Wilshire Boulevard, 8th Floor
Santa Monica, California 90403

David W. Dresnick	President
Edward A. Sabbagh	Executive Vice President
Thomas F. Smith	Executive Vice President
William J. Wright	Executive Vice President & Chief Financial Officer
Richard S. Burke	Senior Vice President
Peter O. Koning	Senior Vice President
Harold C. Meyer	Senior Vice President
William L. Rutherford	Senior Vice President
J. Darrell Rocke	Senior Vice President
Terrence L. Fleming	Senior Vice President
Vickie Neemeyer	Senior Vice President, Assistant Secretary/Counsel
Richard B. Swinney	Vice President/Assistant Secretary
Benjamin W. Frankel	Vice President
Kenneth S. White	Vice President
Brian Hall	Vice President
George Haase	Vice President
Michael Fitzpatrick	Vice President
Eugene Ansley	Vice President
Gerald J. Eberhardt	Vice President
Adele M. Pool	Vice President
Larry T. Larison	Vice President
William Hopkins	Vice President
Dwight Stenseth	Vice President
Betty J. Bishop	Vice President
Ronald Windsor	Vice President
Nancy E. Kluve	Vice President
Daphne R. Mahoney	Assistant Vice President
Diane M. Robinson	Assistant Vice President
Judy Owens	Assistant Vice President
Barbara A. Shanks	Assistant Vice President
Janna Getty	Assistant Secretary
Nanda DeRoes	Secretary



State of California

OFFICE OF THE SECRETARY OF STATE

SEP 27 8 22 AM '83
SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 13 1983



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION

OF

FCA AMERICAN MORTGAGE CORPORATION

FILED
in the office of the Secretary of State
of the State of California

AUG 8 1933

RECEIVED AND FILED SECRETARY OF STATE

[Signature]
Deputy

1140481

The undersigned Incorporator hereby executes and acknowledges the following ARTICLES OF INCORPORATION for the purpose of forming a corporation under the General Corporation Law of the State of California:

One: The name of the Corporation will be:

FCA AMERICAN MORTGAGE CORPORATION

Two: The purpose of the Corporation is to engage in any lawful act or activity, as approved by the Commissioner of the California Department of Savings and Loan, for which a corporation may be organized under the General Corporation Law of California. This shall include, but not be limited to, the trust company business or the practice of the profession, business or occupation, as authorized by the California Department of Savings and Loan.

Three: The name and address of such officer or officers of the Corporation as shall be named in the certificate of incorporation shall be as follows:

Richard B. Swanney
1234 Elm Street
San Francisco, California 94102

Four: The Corporation is authorized to issue only one class of shares, and the total number of shares which the Corporation is authorized to issue shall be:

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on August 3, 1933.

[Signature]
Richard B. Swanney

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which is true to the best of my knowledge.

[Signature]
Richard B. Swanney