

State of Idaho

Office of the Secretary of State

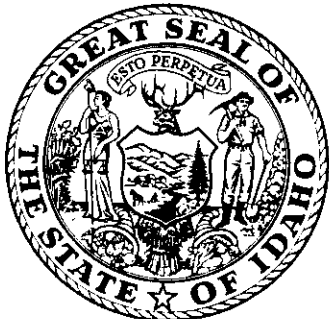
**CERTIFICATE OF AUTHORITY
OF
IRWIN UNION BANK AND TRUST COMPANY**

File Number C 156102

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: 19 August 2004



Ben Yursa

SECRETARY OF STATE

By *Cynthia Hoen*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE

2003 JUL 19 A 3:00
RECEIVED
STATE OF IDAHO
CLERK

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

1. The name of the corporation is:
Irwin Union Bank and Trust Company
2. The name which it shall use in Idaho is: Irwin Union Bank and Trust Company
3. It is incorporated under the laws of: Indiana
4. Its date of incorporation is: August 9, 1972
5. The address of its principal office is:
500 Washington Street, Columbus, IN 47201
6. The address to which correspondence should be addressed, if different from item 5, is:
Irwin Home Equity Corporation, 12677 Alcosta Blvd., Ste. 500, San Ramon, CA 94583
7. The street address of its registered office in Idaho is: 300 North 6th Street, Boise, ID 83702
and its registered agent in Idaho at that address is: CT Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
Please see attachment.		

Dated: _____

Signature: *Gary J. Vorfido*

Typed Name: Gary J. Vorfido

Capacity: Vice President and Assistant Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

C156102

IDAHO SECRETARY OF STATE
08/19/2004 05:00
CK: 159380 CT: 188669 DH: 761715
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Revised 07/2002

**IRWIN UNION BANK AND TRUST COMPANY
BOARD OF DIRECTORS AND
PRINCIPAL OFFICERS**

NAME	TITLE	BUSINESS ADDRESS
Claude E. Davis	Chairman, President	500 Washington Street Columbus, IN 47201
Gregory F. Ehlinger	Vice President and CFO	500 Washington Street Columbus, IN 47201
Thomas D. Washburn	Director/Assistant Secretary/Bank Officer Investments	500 Washington Street Columbus, IN 47201
Sally A. Dean	Director	500 Washington Street Columbus, IN 47201
John C. McGinty, Jr.	Director	500 Washington Street Columbus, IN 47201
Lance R. Odden	Director	500 Washington Street Columbus, IN 47201
Elena Delgado	Senior Vice President-Home Equity Lending	12677 Alcosta Blvd., Suite 500, San Ramon, CA 94583
Matthew F. Souza	Secretary	500 Washington Street Columbus, IN 47201
Ellen Mufson	Assistant Secretary	500 Washington Street Columbus, IN 47201

**STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE**

To Whom These Presents Come, Greetings:

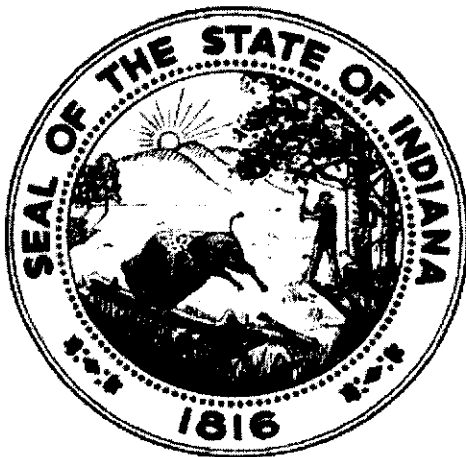
I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

IRWIN UNION BANK AND TRUST COMPANY

duly filed the requisite documents to commence business activities under the laws of State of Indiana on August 09, 1972, and was in existence or authorized to transact business in the State of Indiana on July 09, 2004.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the city of Indianapolis, this Ninth Day of July, 2004 .

A handwritten signature in black ink, reading "Todd Rokita".

TODD ROKITA, Secretary of State

197208-157 / 2004070909704

DIRK KEMPTHORNE
GOVERNOR



GAVIN M. GEE
DIRECTOR

STATE OF IDAHO
DEPARTMENT OF FINANCE
700 W. STATE STREET, 2ND FLOOR
P. O. BOX 83720
BOISE ID 83720-0031
Website: <http://finance.state.id.us>
August 3, 2004

Susan Rhoades
Irwin Home Equity Corporation
12677 Alcosta Blvd. Suite 500
San Ramon, California 94583

Via facsimile to (925) 277-0481

Dear Ms. Rhoades:

Your correspondence requesting approval of the corporate name "Irwin Union Bank and Trust Company" for use in the state of Idaho was received by facsimile on July 30, 2004, and has been reviewed by Department staff. Your letter represents that Irwin Union Bank and Trust Company is an Indiana state-chartered bank and a licensed Idaho regulated lender that intends to limit activities to purchasing home equity loans and home equity lines of credit through loan portfolio acquisitions and correspondent lending activities.

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 Irwin Union Bank and Trust Company. 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 that reads "Gavin M. Gee / by null".

Gavin M. Gee, Director
Idaho Department of Finance

Banks and Savings Banks
Credit Unions
Securities
Money Transmitters

(208) 332-8005
(208) 332-8003
(208) 332-8004
(208) 332-8003

PHONE:
Fax:
Director's Fax:
Securities Fax:

(208) 332-8000
(208) 332-8098
(208) 332-8097
(208) 332-8099

Supporting Services
Mortgage Companies
Finance Companies
Collection Agencies

(208) 332-8001
(208) 332-8002
(208) 332-8002
(208) 332-8002

EQUAL OPPORTUNITY EMPLOYER