

Copy
94031

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

FORD CONSUMER FINANCE COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FORD CONSUMER FINANCE COMPANY, INC. 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 FORD CONSUMER FINANCE COMPANY, INC. to transact business in this State under the name FORD CONSUMER FINANCE COMPANY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated December 24, 1990



Pete T. Cenarrusa
SECRETARY OF STATE

Sheryl Daniels
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

REC'D
SECRETARY OF STATE
JUN 14 1967

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 Ford Consumer Finance Company, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of New York

4. The date of its incorporation is February 24, 1967 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 c/o C T Corporation System, 1633 Broadway, New York, New York 10019

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity for which a corporation may be organized. To originate and purchase mortgage loans and manufactured housing loans.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached Rider		

(continued on reverse)

EXHIBIT A

DIRECTORS AND OFFICERS OF FORD CONSUMER FINANCE COMPANY, INC.

<u>NAME & TITLE</u>	<u>HOME ADDRESS</u>	<u>BUSINESS ADDRESS</u>
William Edward Odum Director & Chairman	10650 Jo-Ann Lane Plymouth, MI 48170	The American Road Dearborn, MI 48121
Kenneth Coleman Merrill Director & Vice Chairman	1450 Maple Plymouth, MI 48170	The American Road Dearborn, MI 48121
Malgum Everett Whitt Director & President	25 Chalbourn Road West Redding, CT 06896	101 Merritt 7 - First Floor Norwalk, CT 06851
Ronald William Howard Executive Vice President - Lending Operation	33 Pinnacle Rock Road Stamford, CT 06903	101 Merritt 7 - First Floor Norwalk, CT 06851
Paul Edward Murphy Executive Vice President - Chief Financial Officer & Treasurer	43 Fawn Ridge Wilton, CT 06897	101 Merritt 7 - First Floor Norwalk, CT 06851
Lester Ray Breedon Senior Vice President - Consumer Loan Operation	4881 Walnut Lake Road Birmingham, MI 48010	The American Road Dearborn, MI 48121
Anthony Hugh Barone Senior Vice President - Home Equity Operation	14 Jodie Lane Shelton, CT 06484	101 Merritt 7 - First Floor Norwalk, CT 06851
Michael Dennis Clancy Senior Vice President - Secondary Marketing Operation	1204 Huntington Lane Safety Harbor, FL 34695	5404 Cypress Center Drive, 280 Tampa, FL 33609
William John Ehlers Senior Vice President - Manufactured Housing Operation	12 Tollgate Road Monroe, CT 06468	101 Merritt 7 - First Floor Norwalk, CT 06851

<u>NAME & TITLE</u>	<u>HOME ADDRESS</u>	<u>BUSINESS ADDRESS</u>
Eugene Robert Allen Vice President	15114 Naturewalk Drive Tampa, Florida 33624	Carrollwood Executive Center 13902 N. Dale Mabry, Suite 122 Tampa, Florida 33618-0090
Douglas William Buchanan Vice President, Secretary & General Counsel	83 Woodmere Road Stamford, CT 06905	101 Merritt 7 - First Floor Norwalk, CT 06851
Charles Joseph Carullo Vice President	7750 Shady Woods Court Cincinnati, OH 45244	11311 Cornell Park Drive Suite 400 Cincinnati, OH 45242
Thomas Marvin Cox Vice President	145 Okenuck Way Shelton, CT 06484	101 Merritt 7 - First Floor Norwalk, CT 06851
Anne Dalle Ave DeFusco Vice President - Corporate Analysis	895 Hartford Turnpike Hamden, CT 06517	101 Merritt 7 - First Floor Norwalk, CT 06851
William Thomas Dunlap Vice President	15124 Heathridge Drive Tampa, FL 33625	13902 N. Dale Mabry, Suite 122 Tampa, FL 33688
Alan Michael Ellison Vice President	15 Greenridge Avenue White Plains, NY 10605	101 Merritt 7 - First Floor Norwalk, CT 06851
John Michael Garback Vice President	33919 Gable Livonia, MI 48152	22720 Michigan Avenue Dearborn, Michigan 48123
John Frederick Gillian Vice President	156 Clydesdale Drive Danville, CA 94526	6377 Clark Ave., Ste. 101 Dublin, CA 94568
Paul Chandler Graves Vice President - Lending Operation	2450 Bond Avenue Clearwater, FL 34619	5404 Cypress Center Dr., Ste.280 Tampa, FL 33609
David Robert Heiman Vice President - Management Information Systems	15 Cortlandt Avenue New Rochelle, NY 10801	101 Merritt 7 - First Floor Norwalk, CT 06851

<u>NAME & TITLE</u>	<u>HOME ADDRESS</u>	<u>BUSINESS ADDRESS</u>
John Hudock, Jr. Vice President	825 Blueberry Hill Drive Canfield, Ohio 44406	Building G 755 Boardman Canfield Road Youngstown, Ohio 44512
Theodore Louis Kosakowski Vice President	10489 Shadyside Lane Cincinnati, OH 45242	11311 Cornell Park Drive Suite 400 Cincinnati, OH 45242
John Michael Kryczka Vice President	7315 E. Wrangler Circle Orange, CA 92669	535 Anton Street/5th Floor Costa Mesa, CA 92626
Katherine Jeanne Meyer Vice President - Human Resources	94 Plumtrees Road Bethel, CT 06801	101 Merritt 7 - First Floor Norwalk, CT 06851
Joseph Oreste Paoletti Vice President	2888 Rolling Wood Court Clearwater, FL 33519	5404 Cypress Center Drive Suite 260 Tampa, FL 33609
Polie Muckelrath Parnell Vice President	1774 Marsh Wren Way Palm Harbor, FL 34683	5404 Cypress Center Drive Suite 205 Tampa, FL 33609
Patricia Elise Perazzini Vice President - Accounting	17 Pepperidge Circle Fairfield, CT 06430	101 Merritt 7 - First Floor Norwalk, CT 06851
Charles Richard Sapyta Vice President	580n Cruiser Way Tampa, FL 33615	5404 Cypress Center Dr., #260 Tampa, FL 33609
Terence Martin Smith Vice President	3155 Cortina Drive Colorado Springs, CO 80918	Tech Center IV Bldg., Suite 208 5575 Tech Center Drive Colorado Springs, CO 80919-6500
Arthur J. Spiva ("J" is middle name) Vice President	4571 S. Amberly Court Doraville, GA 30360	2877 Brandywine Road, Ste. 200 Atlanta, GA 30341

<u>NAME & TITLE</u>	<u>HOME ADDRESS</u>	<u>BUSINESS ADDRESS</u>
John Henry Timmerman Vice President	8558 Meadowbrook Fort Worth, TX 76112	2001 Beach Street, Suite 700 Fort Worth, TX 76103-2978
David Edward Wiesbrock Vice President	122 Seth Low Mountain Road Ridgefield, CT 06877	101 Merritt 7 - First Floor Norwalk, CT 06851
Joseph Anthony Cittadino Assistant Vice President	2 Brown Street Succasunna, NJ 07876	222 Ridgedale Avenue, Suite 2 Cedar Knolls, NJ 07927
David Marshall Brandi Assistant Treasurer	1041 Eastover Drive Bloomfield Hills, MI 48013	The American Road Dearborn, MI 48121
Henry Sutphen Ross Assistant Treasurer	34400 Jefferson Mt. Clemens, MI 48145	The American Road Dearborn, MI 48121
Albert Bernard Crooks Assistant Secretary	591 Moorland Grosse Pointe Woods, MI 48236	The American Road Dearborn, MI 48121
Anne Elizabeth Duffield Assistant Secretary	82 Glenrock Place Norwalk, CT 06850	101 Merritt 7, 1st Floor Norwalk, CT 06851
Hurley David Smith Assistant Secretary	4727 White Oaks Court Troy, MI 48078	The American Road Dearborn, MI 48121
James Michael Swartz Assistant Secretary	411 Nob Hill Place, #3 Ann Arbor, MI 48103	The American Road Dearborn, MI 48121
Stanley Benjamin Szuba Assistant Secretary	1364 Whitefield Dearborn Heights, MI 48127	The American Road Dearborn, MI 48121
Michel Pierre Michaud Assistant Secretary	31 High Street, Bldg. 2, 2-C Norwalk, CT 06851	101 Merritt 7, 1st Floor Norwalk, CT 06851
Eileen Karen Grinder Assistant Secretary	54 Black Rock Turnpike Redding, CT 06896	101 Merritt 7, 1st Floor Norwalk, CT 06851

8/14/90

State of New York }
Department of State } SS:

DEC 14 9 44 AM '89
SECRETARY OF STATE

I Hereby Certify, *that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

FORD CONSUMER FINANCE COMPANY, INC.

the certificate of incorporation of which corporation was filed February 24, 1967, under the name of
HOMEMAKERS FINANCE SERVICE, INC., with perpetual duration.

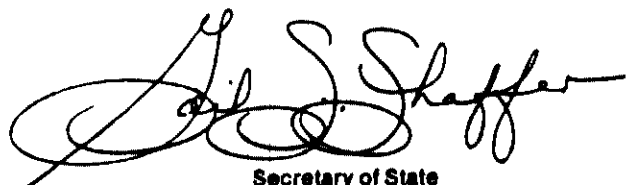
A Certificate of Amendment of **HOMEMAKERS FINANCE SERVICE, INC.** changing name to **PSFS CREDIT CORPORATION** was filed on February 10, 1984.

A Certificate of Amendment of **PSFS CREDIT CORPORATION** changing name to **MERITOR CREDIT CORPORATION** was filed on September 9, 1985.

A Certificate of Amendment of **MERITOR CREDIT CORPORATION** changing name to **FORD CONSUMER FINANCE COMPANY, INC.** was filed on March 21, 1989.

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness *my hand and the official seal of the Department of State at the City of Albany, this 14th day of December one thousand nine hundred and ninety*


Secretary of State