



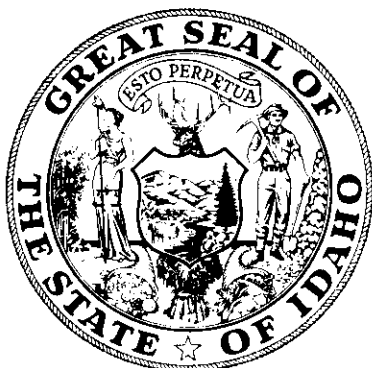
CERTIFICATE OF AUTHORITY  
OF

NORTHWESTERN FUNDING CORPORATION

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

Dated **January 17, 1983**



*Pete T. Cenarrusa*  
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 Northwest Funding Corporation
2. \*The name which it shall use in Idaho is Northwest Funding Corporation
3. It is incorporated under the laws of Minnesota
4. The date of its incorporation is August 8, 1975 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 1060 Northwestern Bank Bldg., Minneapolis, Minnesota 55402
6. The 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 C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To enter into and service real estate mortgage loans and  
to conduct all lawful business related thereto.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached</u>		

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
<u>25,000</u>	<u>Common</u>	<u>\$1.00</u>

(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>1,000</u>	<u>Common</u>	<u>\$1.00</u>

<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>
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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 December 21, 19 82

~~Northwestern Funding Corporation~~

By

David W. Beal, President

Its \_\_\_\_\_ President

and

Michael T. Mozer, Secretary

Its \_\_\_\_\_ Secretary

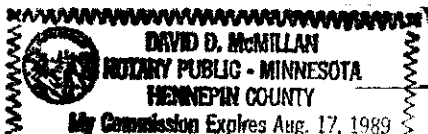
STATE OF MINNESOTA

SS:

COUNTY OF HENNEPIN

I, David D. McMillan, a notary public, do hereby certify that on  
this 21<sup>st</sup> day of December, 19 82, personally appeared before  
me David W. Beal, who being by me first duly sworn, declared that he  
is the President of Northwestern Funding Corporation

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



**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.

# LIST OF OFFICERS AND DIRECTORS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>	<u>RESIDENCE ADDRESS</u>	<u>TERM EXPIRES</u>
David W. Beal	President and Director	1060 Northwestern Bank Bldg. Minneapolis, MN 55402	5906 Kilarney Lane Edina, MN 55436	Perpetual
Barbara A. Halbauer	Director	1060 Northwestern Bank Bldg. Minneapolis, MN 55402	6025 Kilarney Lane Edina, MN 55436	Perpetual
Keith G. Howard	Director	1060 Northwestern Bank Bldg. Minneapolis, MN 55402	Rural Route 3 Indianola, Iowa 50125	Perpetual
W. Owen Carlson	Senior Vice President and Director	1060 Northwestern Bank Bldg. Minneapolis, MN 55402	3745 Towndale Drive Bloomington, MN 55431	Perpetual
Michael Mozer	Secretary	1060 Northwestern Bank Bldg. Minneapolis, MN 55402	12213 24th Avenue South Burnsville, MN 55337	Perpetual
Jennifer B. Cheatham	Senior Vice President	1500 TCF Tower Minneapolis, MN 55402	6632 Lynnwood Blvd. Richfield, MN 55423	Perpetual
Maurie Collison	Treasurer	1060 Northwestern Bank Bldg. Minneapolis, MN 55402	118 Knoll Circle East Burnsville, MN 55337	Perpetual

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ARTICLES OF INCORPORATION

. OF

REGDOR CORP.

The undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Business Corporation Act, does hereby establish a body corporate and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be

REGDOR CORP.

ARTICLE II

This corporation shall have general business purposes.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The location and post-office address of the registered office of this corporation in Minnesota shall be 1300 Northwestern Bank Building, Minneapolis, Minnesota 55402.

ARTICLE V

The total authorized number of shares of this corporation shall be 25,000 which shares are hereby designated Common Shares and the par value of each share shall be \$1.00.

ARTICLE VI

The amount of stated capital with which this corporation shall begin business shall be \$1,000.00.

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ARTICLE VII

No shareholder of this corporation shall have any preemptive rights to subscribe for, purchase, or acquire any shares of any class of capital stock of this corporation, whether unissued or treasury shares or whether now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for such shares.

ARTICLE VIII

No shareholder of this corporation shall have any right to cumulate votes of any shares of any class of capital stock of this corporation.

ARTICLE IX

The Board of Directors shall have authority:

- (a) To accept or reject subscriptions for and to allot shares of the corporation;
- (b) To grant rights to convert any of the securities of the corporation, including shares of any class, into shares of the corporation of any class;
- (c) To grant options to purchase or subscribe for shares of the corporation, and to issue share purchase or subscription warrants or other evidences of such option rights;
- (d) To fix the terms, provisions and conditions of rights or options granted as provided in paragraphs (b) and (c) above, including the conversion basis or bases and the

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option price or prices at which shares may be purchased or subscribed for; and

(e) To make and alter the By-Laws of the corporation subject to the power of the shareholders to change or repeal such By-Laws.

#### ARTICLE X

The names and post-office addresses of the first directors of this corporation are:

<u>Name</u>	<u>Post-Office Address</u>
Rodger L. Nordbye	1300 Northwestern Bank Building Minneapolis, Minnesota 55402
Hendrik De Jong	1300 Northwestern Bank Building Minneapolis, Minnesota 55402
Michael H. Harper, Jr.	1300 Northwestern Bank Building Minneapolis, Minnesota 55402

The term of office of said directors shall be for one year or until the first annual meeting of stockholders.

#### ARTICLE XI

The name and post-office address of the incorporator of this corporation is:

<u>Name</u>	<u>Post-Office Address</u>
Rodger L. Nordbye	1300 Northwestern Bank Building Minneapolis, Minnesota 55402

#### ARTICLE VII

The holders of a majority of the Common Shares of this corporation then outstanding shall have the power to amend these Articles of Incorporation, to adopt an agreement of consolidation or merger, and to authorize the Board of Directors to sell, lease,

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exchange, or otherwise dispose of all, or substantially all, of the property and assets of this corporation, including its goodwill, upon such terms and conditions and for such consideration, which may be money, shares, bonds or other instruments for the payment of money or other property, as the Board of Directors deems expedient.

#### ARTICLE XIII

The corporation shall have all of the powers granted or available under the laws of the State of Minnesota and laws amendatory and supplementary thereto, including but not limited to the following specific powers:

(a) to enter into one or more partnership agreements or one or more joint venture agreements with any other person, firm or corporation;

(b) to become surety for or guarantee the carrying out and performance of any contract, lease, or obligation of any kind of any person, firm or corporation in connection with the carrying on of any business which in the judgment of the Board of Directors of this corporation will be of benefit to this corporation; and

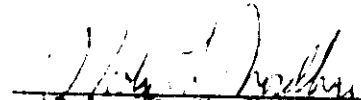
(c) to acquire, hold, pledge, mortgage, hypothecate, sell, or otherwise dispose of the shares, bonds, securities, and other evidences of indebtedness of any person or of any domestic or foreign corporation, including those of



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this corporation.

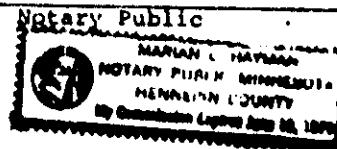
IN WITNESS WHEREOF I have hereunto set my hand this  
5th day of August, 1975.

  
Rodger L. Nordbye

STATE OF MINNESOTA )  
                          ) ss.  
COUNTY OF HENNEPIN )

On this 5th day of August, 1975, personally appeared  
before me Rodger L. Nordbye, to me known to be the person des-  
cribed in and who executed the foregoing Articles of Incorpor-  
ation, and he acknowledged that he was a person of full age and  
that he executed the same for the uses and purposes therein  
expressed.

MINNESOTA  
NOTARY PUBLIC  
I, \_\_\_\_\_, Notary Public in and for the State of Minnesota, do hereby certify that the foregoing is a true and correct copy of the original as the same was presented to me on the \_\_\_\_\_ day of \_\_\_\_\_, 1975, at \_\_\_\_\_, Minnesota.  
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7/22  
[Signature]  
Notary Public



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ARTICLES OF AMENDMENT OF ARTICLES OF  
INCORPORATION OF REGDOR CORP.

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WE, THE UNDERSIGNED, David W. Beal and Duane F. Graybill,  
as President and Secretary, respectively, of REGDOR CORP., a corporation  
organized and existing under and by virtue of the laws of the State of  
Minnesota, do hereby certify, pursuant to written consent by all of the  
shareholders of Regdor Corp. That Article I of the Articles of Incorpor-  
ation of said Regdor Corp. has been amended so as to read as follows,  
to-wit:

"ARTICLE I. The name of this corporation shall be  
Northwestern Funding Corporation"

IN WITNESS WHEREOF, The undersigned, as President and Secretary,  
respectively, of said corporation have executed these Articles of Amend-  
ment of the Articles of Incorporation of said corporation and caused the  
corporate seal of said corporation to be hereto affixed this 11th day  
of February, 1980.

REGDOR CORP.

By David W. Beal  
David W. Beal, President

And, Duane F. Graybill  
Duane F. Graybill, Secretary

In Presence of:

Charles R. Benson  
Bartons R. Haeckle

STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF HENNEPIN )

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On this 11th day of February, 1980, before me appeared David W. Beal and Duane F. Graybill, to me personally known, who being by me duly sworn did say they are the President and Secretary of Regdor Corp., that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that the instrument was executed in behalf of the corporation by authority of its Board of Directors and said David W. Beal and Duane F. Graybill acknowledged the instrument to be the free act and deed of said corporation.

