

State of Idaho

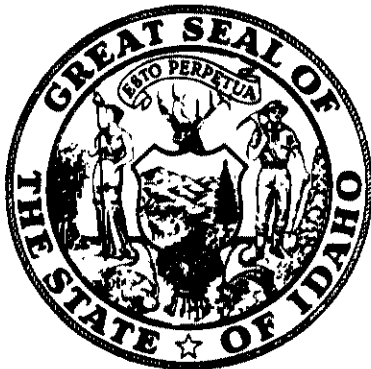
Department of State

CERTIFICATE OF AUTHORITY OF NORTH AMERICAN MORTGAGE COMPANY

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

Dated **August 12, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 information:

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SECRETARY OF STATE

1. The name of the corporation is North American Mortgage Company

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 Delaware

4. The date of its incorporation is February 8, 1991 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 The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,

6. The address to which correspondence should be addressed, if different from that in item 5. Wilmington, DE 19801
3883 Airway Drive, Santa Rosa, CA 95403

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 C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Shareholding

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

Name	Office	Address
See attached rider		

(continued on reverse)

Name

Office

Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 09, 1991

North American Mortgage Company

(Corporation Name)

By Terrance G. Hodel

Terrance G. Hodel, Pres. Its President/Vice President (please specify)

and Jonathan Wolfe

Jonathan Wolfe, Secy. Its Secretary/Assistant Secretary (please specify)

STATE OF California)

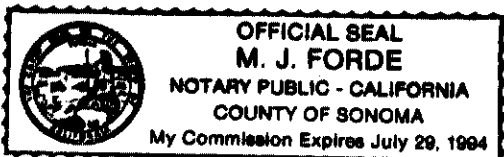
COUNTY OF Sonoma) ss:

I, M. J. Forde, a notary public, do hereby certify that on

this 9th day of August, 1991, personally appeared before

me Terrance G. Hodel and Jonathan Wolfe, who being by me first duly sworn, declared that ~~they~~ they are President and Secretary of North American Mortgage Company

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



M. J. Forde
Notary Public M. J. Forde

**NORTH AMERICAN MORTGAGE COMPANY
DIRECTORS AND OFFICERS**

**John F. Farrell, Jr., Director &
Chairman**

**3883 Airway Drive
Santa Rosa, CA 95403**

**J. Colin Keith, Director &
Vice-Chairman**

**3883 Airway Drive
Santa Rosa, CA 95403**

**Terrance G. Hodel, Director &
President & Treasurer**

**3883 Airway Drive
Santa Rosa, CA 95403**

**Jonathan S. Wolfe,
Secretary**

**3883 Airway Drive
Santa Rosa, CA 95403**

State of Delaware



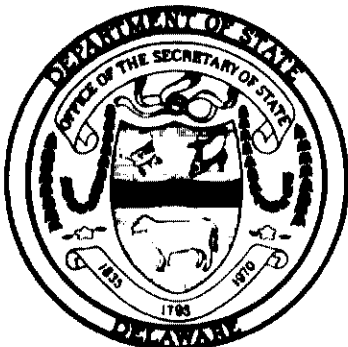
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SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY NORTH AMERICAN MORTGAGE COMPANY IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

* * * * *



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Michael Harkins, Secretary of State

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AUTHENTICATION:

DATE:

08/09/1991