

# State of Idaho

## Department of State

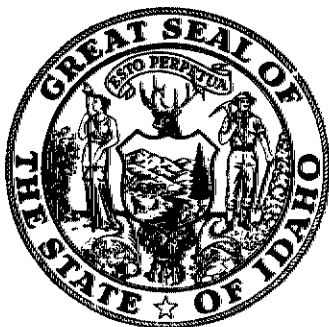
### CERTIFICATE OF AUTHORITY OF

U. S. CONCORD, INC.  
File number C 108758

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

Dated: December 28, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

# 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 statement:

1. The name of the corporation is U.S. Concord, 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 September 11, 1972 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 Office of the General Counsel, One Marine Midland Center, 27th Floor, Buffalo, New York 14203
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 200 N. 23rd Street  
Boise, ID 83702, and the name of its proposed registered agent in Idaho at that address is Corporation Service Company
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:  
To engage in commercial finance and any lawful act or activity.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State  
Division of Corporations  
Statehouse, Room 203  
Boise, Idaho 83720

Secretary of State use only

IDAH0 SECRETARY OF STATE  
19941228 0900 52548 6

AC4785  
Form

File Two Copies along with a Certificate of Corporate Status or Existence

CORP Fee: \$80  
1@ 120.00= 120.00

# : C

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

Name	Office	Address
(See Attached Schedule)		

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: December 23, 1994

U.S. Concord, Inc.

By X [Signature] (Print name)  
President (Please specify)  
 and [Signature]  
Secretary/Assistant Secretary (Please specify)

STATE OF New York )  
 ) ss:  
 COUNTY OF Erie )

I, Deborah J Healy, a notary public, do hereby certify that on  
 this 23rd day of December, 1994, personally appeared before  
 me Vincent J. Mancuso, who being by me first duly sworn, declared that (s)he  
 is the President of U.S. Concord, Inc.

that (s)he signed the foregoing documents as President of the corporation and that  
 the statements therein contained are true.

[Signature]  
 Notary Public

AC408  
Print

DEBORAH J. HEALY  
 NOTARY PUBLIC, State of New York  
 Qualified in Erie County  
 My Commission Expires March 30, 1995

**SCHEDULE OF DIRECTORS AND OFFICERS  
OF  
U.S. CONCORD, INC.**

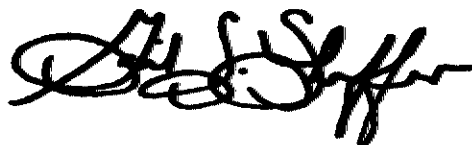
<u>Director:</u>	<u>Business Address</u>	<u>Home Address</u>
<b>Philip S. Toohy</b>	<b>One Marine Midland Center Buffalo, NY 14203</b>	<b>1 Smokes Creek Road Orchard Park, NY 14127</b>
 <u>Officers:</u>		
<b>Vincent J. Mancuso President</b>	<b>One Marine Midland Center Buffalo, NY 14203</b>	<b>220 Curley Drive Orchard Park, NY 14127</b>
<b>David C. Budd Executive Vice President</b>	<b>One Marine Midland Center Buffalo, NY 14203</b>	<b>6331 Walnut Creek East Amherst, NY 14051</b>
<b>Niall S.K. Booker Senior Vice President</b>	<b>40 Richards Avenue Norwalk, CT 06856</b>	<b>367 Greensfarms Road Westport, CT 06880</b>
<b>Wayne T. Stein Senior Vice President and Treasurer</b>	<b>One Marine Midland Center Buffalo, NY 14203</b>	<b>128 Tristan Lane Williamsville, NY 14221</b>
<b>Mark W. Andersson Secretary</b>	<b>One Marine Midland Center Buffalo, NY 14203</b>	<b>8601 Goldenrod Court East Amherst, NY 14051</b>
<b>John G. Holinka Assistant Secretary</b>	<b>One Marine Midland Center Buffalo, NY 14203</b>	<b>4336 Lewiston Road Niagara Falls, NY 14305</b>
<b>Helen Kujawa Assistant Secretary</b>	<b>One Marine Midland Center Buffalo, NY 14203</b>	<b>4646 Abbott Road Orchard Park, NY 14127</b>

State of New York ) ss:  
Department of State

I hereby certify, that the certificate of incorporation of U. S. CONCORD, INC. was filed 09/11/1972, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and 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.

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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 22nd day of December  
one thousand nine hundred and  
ninety-four.*



*Secretary of State*

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