

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

_____ **CAPITAL FINANCIAL SERVICES INC.** _____

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

Dated _____ February 19 _____, 19 80 _____.



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:

Feb 19 2 15 PM '80

1. The name of the corporation is CAPITAL FINANCIAL SERVICES INC. ~~SECRETARY OF STATE~~

2. *The name which it shall use in Idaho is CAPITAL FINANCIAL SERVICES INC.

3. It is incorporated under the laws of Ohio

4. The date of its incorporation is June 17, 1938 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 5025 Arlington Blvd., Suite 300, Columbus, Ohio 43220

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 engage in the business of making loans of monies, with or without guaranty or security, and repayable in monthly installments or otherwise.

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

Name	Office	Address
<u>James R. Warehime</u>	<u>President</u>	<u>5025 Arlington Blvd., Suite 300</u> <u>Columbus, Ohio 43220</u>
<u>Fernande Bennett</u>	<u>Vice Pres.</u>	<u>c/o Beneficial Corporation</u> <u>1300 Mkt. St., Wilmington, Del.</u>
<u>Elizabeth A. Dawson</u>	<u>Secretary</u>	<u>c/o Beneficial Corporation</u> <u>1300 Mkt. St., Wilmington, Del.</u>

ALSO: SEE ATTACHED RIDER

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>505,000</u>	<u>Voting</u> <u>Common Stock</u>	<u>No Par Value</u>
<u>200,000</u>	<u>Non-Voting</u> <u>Common Stock</u>	<u>No Par Value</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
505,000	Common (Voting)	\$1.00 each
200,000	Common (Non-Voting)	\$1.00 each

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 February 13, _____, 19 80

CAPITAL FINANCIAL SERVICES INC.

By

Fernande Bennett

Its Vice President

and

Elizabeth A. Dawson

Its _____ Secretary

STATE OF Delaware)
) ss:
COUNTY OF New Castle)

I, Mary Alice Grimes, a notary public, do hereby certify that on this 13th day of February, 19 80, personally appeared before me Fernande Bennett, who being by me first duly sworn, declared that he is the Vice President of CAPITAL FINANCIAL SERVICES INC.

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

Mary Alice Grimes
Mary Alice Grimes Notary Public

My Commission Expires April 23, 1981

*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.

CAPITAL FINANCIAL SERVICES INC.

OFFICERS

<u>Name and Title</u>	<u>Address</u>
James R. Warehime President	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Donald E. Anderson Vice President	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Joseph D. Ballenger Vice President	1317 West Idaho St. Boise, ID 83707
Dewey O. Cassler Vice President	1701 McFarland Road Pittsburgh, PA 15216
Fernande Bennett Vice President	1300 Market Street Wilmington, DE 19889
Harry E. Vanderbank Vice President	19653 Mack Ave. Grosse Pointe Woods, MI 48236
Elizabeth A. Dawson Vice President & Secretary	1300 Market Street Wilmington, DE 19889
Eugene A. Mitchell Vice President & Controller	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Gordon H. Griffiths Treasurer	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Raymond I. Flowers Assistant Vice President	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
J.C. Heywood Assistant Vice President	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Gerard V. Olbeter Assistant Vice President	19653 Mack Ave. Grosse Pointe Woods, MI 48236
A. Earl Thomas Assistant Vice President	19653 Mack Ave. Grosse Pointe Woods, MI 48236
Eugene V. Morabito Assistant Vice President	1701 McFarland Road Pittsburgh, PA 15216
Ernest J. Morris Assistant Vice President	1701 McFarland Road Pittsburgh, PA 15216
Margaret M. Anderson Assistant Vice President & Assistant Treasurer	1300 Market Street Wilmington, DE 19889

CAPITAL FINANCIAL SERVICES INC.

OFFICERS (cont)

<u>Name and Title</u>	<u>Address</u>
Deborah E. Tuxward Assistant Vice President & Assistant Secretary	1300 Market Street Wilmington, DE 19889
Eileen A. Welker Assistant Secretary	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Flay C. Blanchard Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
James A. Blackburn Field Supervisor	1317 West Idaho St. Boise, ID 83707
Earl R. Brulport Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Dallas L. Carotta Field Supervisor	1317 West Idaho St. Boise, ID 83707
Edward D. Davenport Field Supervisor	1317 West Idaho St. Boise, ID 83707
William R. Jones Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Harry G. Leaf Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Glenn E. Nowery Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Roger R. Neff Field Supervisor	19653 Mack Ave. Grosse Pointe Woods, MI 48236
Michael A. O'Dell Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Gerald E. Peak Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
James E. Price Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220

CAPITAL FINANCIAL SERVICES INC.

OFFICERS (cont)

<u>Name and Title</u>	<u>Address</u>
Thomas C. Ray Field Supervisor	1701 McFarland Road Pittsburgh, PA 15216
Ben Schwartz Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
James D. Smith Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
George Stumpf Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220
Donald A. Wilms Field Supervisor	5025 Arlington Blvd. Suite 300 Columbus, OH 43220

DIRECTORS

James R. Warehime
Dewey O. Cassler
Fernande Bennett
Elizabeth A. Dawson

CAPITAL FINANCIAL SERVICES INC. (NO. 35)

SECRETARY'S CERTIFICATE

I, the undersigned Elizabeth A. Dawson, Vice President and Secretary of Capital Financial Services Inc. (No. 35), an Ohio Corporation, DO HEREBY CERTIFY that attached hereto as Exhibit "A", is a true, correct and complete extract from minutes of meeting of the Administrative Committee of Capital Financial Services Inc. (No. 35) held on February 13, 1980.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Corporation this 13th day of February, 1980.



Vice President & Secretary
Elizabeth A. Dawson

CAPITAL FINANCIAL SERVICES INC. (NO. 35)

EXTRACT FROM MINUTES OF MEETING OF THE ADMINISTRATIVE
COMMITTEE HELD FEBRUARY 13, 1980

RESOLVED, That Capital Financial Services Inc. (No. 35),
a corporation organized under the laws of the State of Ohio
and qualified to do business in Idaho, hereby consents to
the qualification of Capital Financial Services Inc., an
Ohio corporation, in the State of Idaho.

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CONSOLIDATION AGREEMENT

This agreement, made and concluded this 18th day of May, 1938, by and between Capital Loan and Savings Company and The Equity Investment Company, both being organized and existing under the laws of the State of Ohio, and hereinafter referred to as "the consolidating corporations", WITNESSETH that:

WHEREAS, Capital Loan and Savings Company, under the Articles of Incorporation of said corporation and the amendments thereto filed in the office of the Secretary of the State of Ohio, has been authorized to issue 50,000 shares of stock designated as Preferred Stock of the par value of \$100.00 each, of which there have been duly issued and are now outstanding certificates for 21,000 shares; and has been authorized to issue 500,000 shares of Common Stock without par value, of which there have been duly issued and are now outstanding certificates for 310,293.5 shares; and

WHEREAS, The Equity Investment Company under the Certificate of Reorganization of said corporation filed in the office of the Secretary of the State of Ohio has been authorized to issue 1250 shares of Preferred Stock of the par value of \$100.00 each, of which none are outstanding; and 5,000 shares of Common Stock without par value, of which there have been duly issued and are now outstanding certificates for 3,780 shares; and

WHEREAS, the respective Boards of Directors of the said corporations deemed it advisable for the general advantage and welfare of the said corporations and their several and respective stockholders to consolidate said corporations under and pursuant to the provisions of the General Corporation Act of Ohio.

Now, THEREFORE, in consideration of the premises and the mutual agreements, provisions, covenants and grants herein contained, it is hereby agreed by and between the said parties hereto and in accordance with the said General Corporation Act of the State of Ohio, that the said Capital Loan and Savings Company and The Equity Investment Company shall be, and the same are hereby consolidated into one of the constituent corporations, to-wit: Capital Loan and Savings Company; and the parties hereto by these presents agree to and prescribe the terms and conditions of said consolidation and the mode of carrying the same into effect; which terms and conditions and mode of carrying the same into effect, the said parties hereto do mutually and severally agree and covenant to observe, keep and perform. That is to say:

ARTICLE I. - The name of the consolidated corporation shall be Capital Finance Corporation.

ARTICLE II. - The place in the State of Ohio where its principal office is to be located is the City of Columbus, in Franklin County.

ARTICLE III. - The purposes for which the consolidated corporation is formed are:

To loan money secured by mortgages on either personal or real property, or upon collateral security or any other form of security or guarantee, or upon all property of any kind or character which it may lawfully take and hold as security, or upon pledges of any or all of such property, or upon notes, bonds, debentures, certificates or other security, obligations or evidences of indebtedness, or without security, or in any manner, method or form in which it may be lawful to loan money in the State of Ohio or any other state, territory or country in which said corporation may be admitted to do business;

To buy, sell, discount and deal in any and all such property above mentioned either as owner, factor, agent, broker or otherwise as may be lawful.

To borrow or raise money upon open account or by the issue or sale of notes, bills, bonds, debentures, certificates or other investment securities, or upon all property of any kind or character which it may lawfully take and hold as security or otherwise, or in any manner, method or form in which it may be lawful to borrow or raise money in the State of Ohio or any other state, territory or country; and to invest any money in any lawful manner.

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To purchase and acquire under Sections 854, 855, and following in the Statutes of the General Code of Ohio and the General Corporation Laws of Ohio, or any other law of Ohio or any other state in which it may be admitted to do business. To issue, place or sell certificates, bonds, debentures, or other investment securities of any kind for cash or on the partial payment or installment plan, and in any manner authorized by law.

To own, hold or convey such real estate as may be necessary, convenient or incidental to the operation of its business and to carry out its corporate purposes.

To purchase, acquire, subscribe, or guarantee, hold, deal in and dispose of the shares of stock, bonds and other securities and evidences of indebtedness, or contracts of other corporations, and to participate in the finances and business management of any other corporation in which it may be in any manner, directly or indirectly, interested, by the exercise of all the rights, powers and privileges of ownership, including the exercise of voting power as the holder of any such stocks or securities, or otherwise. To deal in any and all of the above as owner, agent, factor or broker, and to promote, finance, develop and otherwise further the lawful enterprise of others, and acting as financial agents for corporations, firms and persons.

To carry on any business herein provided for, in whole or in part, for, with, through, or in the name of any other person or corporation, or under any trade name.

And, to do and perform all such other and further acts as are necessary, convenient, expedient or incident to accomplish the corporate purposes herein set forth.

The foregoing clauses shall be construed as both purposes and powers, and matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited by reference to or inference from any other clause, but shall be regarded as independent purposes and powers and the accumulation of the specific purposes and powers shall not be construed to limit or restrict in any manner the matter of general terms or general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE IV. - The maximum number of shares which the consolidated corporation is authorized to have outstanding is 558,220, of which 51,200 shall be Preferred Stock of the par value of \$100.00 per share; and 506,900 shares shall be Common Stock without par value.

The express terms and provisions and the relative rights, preferences, privileges, restrictions and qualifications of the shares of each class shall be as follows:

A - There shall be a class of 25,000 Preferred Shares designated as 6% Preferred Stock with the following terms and provisions, to-wit:

1 - Holders of the 6% Preferred Stock shall be entitled to a cash dividend of 6% per annum, and no more, payable semi-annually, out of the surplus or net profits of the Company, when and as declared by the Board of Directors, which dividend shall be cumulative and shall have been paid or set apart for payment before any dividends shall be paid or set apart for payment upon the Common Stock.

2 - All of said 6% Preferred Stock outstanding, or from time to time, any portion thereof, may, at the option of the Board of Directors, be redeemed at any time after the date of issue thereof by the payment to the holders thereof the sum of \$100.00 per share plus all accumulated and unpaid preferred dividends accrued thereon, by setting apart for the benefit of the holders an amount in money sufficient to make such payment, and when all the outstanding shares are to be redeemed, such redemption shall be made by lot or pro rata or designation as may be determined by the Board of Directors. Notice of the redemption shall be given to the holders of the shares to be redeemed, and the redemption shall be made not less than sixty days before the redemption date to the order of the holder at their address as the same appears on the books of the corporation. If notice be given as aforesaid and the shares are not redeemed within the time specified, the redemption shall nevertheless be valid and the corporation shall be bound to redeem the shares at the expiration of the time specified. The redemption of the shares shall not constitute an admission of liability on the part of the corporation for the payment of the same, and the redemption of the shares shall not constitute an admission of liability on the part of the corporation for the payment of the same.

- 2 - The holders of common stock, whether now or hereafter authorized shall have no preemptive right to subscribe for any shares of any class of stock, whether now or hereafter authorized, nor for any securities convertible into stock which the corporation may at any time issue.
- 3 - Dividends on Common Stock shall be payable in cash, common stock, preferred stock, certificates or other securities or evidence of indebtedness of the corporation.
- D - The Board of Directors of the corporation may, in its discretion and upon such terms and restrictions as it may impose, provide and carry out a plan for the allotment and sale of any unissued shares, or of shares purchased, to the employees of the corporation or to the employees of subsidiary corporations or to a trustee, in their behalf, and for the payment of such shares in installments or at one time, and may establish a special fund or funds in which such employees during the period of their employment or other period of time may be privileged to share on such terms and conditions as may be imposed in respect thereof, and shares may be allotted and sold or set aside for said purposes under such plan as may be adopted by the Board of Directors free from preemptive purchase rights of holders of outstanding stock.

ARTICLE V. - The amount of capital with which the consolidated corporation will begin business is \$2,410,344.70 of which \$310,344.70 is allotted to 310,344.7 shares of Common Stock without par value, and the balance of net assets applicable to shares without par value are allotted to surplus and the earned surplus of the constituent corporations is to be continued and treated as earned surplus of the consolidated corporation.

ARTICLE VI. - The manner of converting the shares of the corporate parties hereto into the shares of the consolidated corporation shall be, as follows:

All the present shareholders in Capital Loan and Savings Company, other than the Common shares held by The Equity Investment Company, shall continue to hold the same share certificates which they now hold and such share certificates shall represent a like number of shares of the consolidated corporation.

Each and everyone of the outstanding Common shares of The Equity Investment Company shall be exchangeable and convertible into the Common shares of the consolidated corporation in the proportions and manner following, to-wit: - upon surrender of one share of Common Stock in The Equity Investment Company, upon the surrender of the certificate therefor duly endorsed in blank to the consolidated corporation at its principal office, shall receive 20.73 share of Common Stock in said consolidated corporation.

Each consolidating corporation shall surrender for cancellation the certificates for all shares of capital stock, if any, of the other consolidating corporation held by it at the time when this consolidation agreement is filed in the office of the Secretary of the State of Ohio, and shall receive nothing in exchange therefor.

ARTICLE VII. - The code of regulations of said consolidated corporation shall be the present code of regulations of Capital Loan and Savings Company until changed or amended as provided therein.

ARTICLE VIII. - The names and addresses of the first directors and officers of the consolidated corporation, and their respective terms of office shall be, as follows:

Name	Office	Address	Term
L. E. Osborne	President	101 Fremont Street, Columbus, OH	1934-1936
Frederic P. Hill	Vice-President	2515 Broad Street, Columbus, OH	1934-1936
Frederic P. Miller	Secretary	101 Fremont Street, Columbus, OH	1934-1936
A. E. Hamilton	Treasurer	101 Fremont Street, Columbus, OH	1934-1936
C. E. Bond		101 Fremont Street, Columbus, OH	1934-1936
George W. Sawyer		101 Fremont Street, Columbus, OH	1934-1936
Richard Terwilliger		101 Fremont Street, Columbus, OH	1934-1936
C. E. Bond		101 Fremont Street, Columbus, OH	1934-1936
C. E. Bond		101 Fremont Street, Columbus, OH	1934-1936
C. E. Bond		101 Fremont Street, Columbus, OH	1934-1936
C. E. Bond		101 Fremont Street, Columbus, OH	1934-1936

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ARTICLE IX. - This agreement shall be submitted to the shareholders of each of the consolidating corporations as provided by law, and shall take effect and shall be deemed and taken to be the agreement of consolidation of said corporations upon the adoption thereof by the votes of the holders of shares of each of said corporations entitled to exercise two-thirds of the voting power thereof and upon the doing of such other acts as are required by the General Corporation Act of Ohio. This consolidation or merger shall be based upon the conditions of the respective constituent corporations at the close of business on May 31, 1936.

IN WITNESS WHEREOF, the said corporations have caused their respective seals to be hereunto affixed, and these presents to be signed by the respective Presidents and Secretaries, all thereunto duly authorized, as of the day and year first above written.

CAPITAL LOAN AND SAVINGS COMPANY

By L. E. Osborne
President

By Benjamin F. Miller
Secretary

THE EQUITY INVESTMENT COMPANY

By L. E. Osborne
President

By Fred B. Hill
Secretary

State of Ohio :
County of Franklin : ss.

Before me, a Notary Public in and for said County and State, personally appeared the above named L. E. Osborne, President and Benjamin F. Miller, Secretary, of Capital Loan and Savings Company; and L. E. Osborne, President, and Fred B. Hill, Secretary, of The Equity Investment Company, the corporations which executed the foregoing agreement, who acknowledged that they did sign and seal said agreement on behalf of said corporations by authority of their Boards of Directors, and that the same is the free act and deed of said corporations and of themselves as such officers, respectively.

In testimony whereof, I have hereunto set my name and affixed my seal at Columbus, Ohio, this 18th day of May, 1936.

Notary Public - Franklin County, Ohio
My commission expires _____

CERTIFICATE

It is hereby certified by L. E. Osborne, President, and Benjamin F. Miller, Secretary, of Capital Loan and Savings Company, and L. E. Osborne, President and Fred B. Hill, Secretary, of The Equity Investment Company, that the foregoing is a true and correct copy of the consolidation agreement adopted by the votes of the holders of shares of each of said corporations entitled to exercise two-thirds of the voting power thereof, as required by law, on the 18th day of May, 1936.

IN WITNESS WHEREOF, the said L. E. Osborne, President, and Benjamin F. Miller, Secretary, of the Capital Loan and Savings Company, and L. E. Osborne, President and Fred B. Hill, Secretary, of The Equity Investment Company, have hereunto set their names and seals this 18th day of May, 1936.

L. E. Osborne
President
Benjamin F. Miller
Secretary
L. E. Osborne
President
Fred B. Hill
Secretary

UNITED STATES OF AMERICA,

STATE OF OHIO,

A281 1571

JOHN W. BROWN, SECRETARY OF STATE.

I, TED W. BROWN,

Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the AGREEMENT of CONSOLIDATION between CAPITAL LOAN AND SAVINGS COMPANY and THE EQUITY INVESTMENT COMPANY, forming CAPITAL FINANCE CORPORATION, AND FILED IN THIS OFFICE ON THE 12TH DAY OF June, 1933, and recorded in Vol. 458, Page 442; and CERTIFICATE OF AMENDMENT to Consolidation Agreement of said company, filed in this office on the 30th day of July, 1941; recorded in Vol. 480, Page 170; CERTIFICATE OF AMENDMENT, filed in this office June 20, 1945, recorded in Vol. 499, Page 239; CERTIFICATE OF AMENDMENT, filed in this office June 20, 1945; recorded in Vol. 503, Page 424; CERTIFICATE OF AMENDMENT to Consolidation Agreement of said company filed Dec. 3rd, 1947; recorded in Vol. 544, Page 277; CERTIFICATE OF AMENDMENT to Amended Articles of Capital Finance Company, filed in this office November 27th, 1957, recorded on Roll B 22, Frame 841, of the Records of Incorporations. This includes all the Amendments filed in this office for said company since the Consolidation in 1933. Said company is in good standing on our records at this date.

WITNESS my hand and official
seal at Columbus, Ohio, 1957.
J. W. BROWN, Secretary of State.
1957.

Notary Public for Ohio.

A281 1573

APPROVED
FOR FILING

CERTIFICATE OF AMENDMENT

TO

DATE 7-30-41 CONSOLIDATION AGREEMENT (AMENDED ARTICLES)
2500
OF CAPITAL FINANCE CORPORATION

By action of the Board of Directors, Providing for a Series of Five Thousand (5,000) Preferred Shares, Designated 6% Preferred Stock.

We, L. E. Osborne, President, and Benjamin F. Miller, Secretary, of Capital Finance Corporation, an Ohio Corporation with its principal office located at Columbus, Ohio, do hereby certify that:

Pursuant to authority conferred upon the Board of Directors by the Consolidation Agreement (Amended Articles of Incorporation) of said Capital Finance Corporation, the Board of Directors of said corporation at a meeting duly convened and held on June 27, 1941, adopted a resolution of amendment to the Consolidation Agreement (Amended Articles of Incorporation), providing for the issuance of a series of Five Thousand (5,000) Preferred Shares, which resolution of amendment is, as follows:

RESOLVED, that pursuant to the authority vested in the Board of Directors of this corporation, in accordance with the provisions of its Consolidation Agreement (Amended Articles of Incorporation), a series of Preferred Shares of the corporation be and it hereby is created; such series of Preferred Shares to be designated 6% Preferred Stock, to consist of Five Thousand (5,000) shares with the same terms and provisions and the relative rights, preferences, privileges, restrictions and qualifications as those of the class of Twenty-Five (25,000) Preferred Shares designated as 6% Preferred Stock created and provided by the Consolidation Agreement (Amended Articles of Incorporation) of this corporation filed in the office of the Secretary of State of Ohio on the 17th day of June, 1933; reference to which is made as a part hereof for the express terms and provisions and the relative rights, preferences, privileges, restrictions and qualifications of the shares hereby created.

IN WITNESS WHEREOF, said L. E. Osborne, President, and Benjamin F. Miller, Secretary, of Capital Finance Corporation, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 27th day of June, 1941.

CAPITAL FINANCE CORPORATION

BY

BY

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CERTIFICATE OF AMENDMENT

T O

AMENDED ARTICLES

OF CAPITAL FINANCE CORPORATION

**APPROVED
FOR FILING**

DATE

6-20-45
for 46.88

L. J. Ingram, President, and Benjamin F. Miller, Secretary of Capital Finance Corporation, an Ohio Corporation, do hereby certify that at a meeting of the holders of the shares of said corporation entitling them to vote on the proposal to amend the Amended Articles of Incorporation thereof, as contained in the following resolution, was duly called and held on the 20th day of June, 1945, at which meeting a quorum of such shareholders was present in person or by proxy; and that by the affirmative vote of the holders of shares entitling them to exercise the voting power of the corporation on such proposal the following resolution of amendment was adopted:

"RESOLVED: That the Amended Articles of Incorporation of Capital Finance Corporation (Consolidation Agreement) be and the same are hereby amended so that the first paragraph of Article IV thereof shall read as follows: "Article IV. The maximum number of shares which the consolidated corporation is authorized to have outstanding is 555,000 shares, of which 50,000 shall be Preferred Stock of the par value of \$100.00 per share; and 505,000 shares shall be Common Stock without par value."

IN WITNESS WHEREOF, said L. J. Ingram, President, and Benjamin F. Miller, Secretary, of Capital Finance Corporation, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 20th day of June, 1945.

CAPITAL FINANCE CORPORATION

By

L. J. Ingram
L. J. Ingram, President

By

Benjamin F. Miller
Benjamin F. Miller, Secretary

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CERTIFICATE OF AMENDMENT

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**APPROVED
FOR FILING**

CONSOLIDATION AGREEMENT (AMENDED ARTICLES).....

OF CAPITAL FINANCE CORPORATION

DATE

1945
6-20-45
1945.25

By action of the Board of Directors, Providing for a Series of Thirty
Thousand (30,000) Preferred Shares, Designated 5% Preferred Stock.

We, L. J. Ingram, President and Benjamin F. Miller, Secretary, of Capital
Finance Corporation, an Ohio Corporation with its principal office located at
Columbus, Ohio, do hereby certify that:

Pursuant to the authority conferred upon the Board of Directors by
Consolidation Agreement (Amended Articles of Incorporation) of said Capital Finance
Corporation, the Board of Directors of said corporation at a meeting duly convened
and held on June 20, 1945, adopted a resolution of amendment to Consolidation
Agreement (Amended Articles of Incorporation) providing for the issuance of a
series of Thirty Thousand (30,000) Preferred Shares, which resolution of amendment
is, as follows:

"RESOLVED: That pursuant to the authority vested in the Board of Directors
of this corporation and in accordance with the provisions of its Amended Articles
of Incorporation (Consolidation Agreement) as amended, a series of Preferred shares
of the corporation be and it is hereby created; such series of Preferred shares
to be designated 5% Preferred Stock, to consist of Thirty Thousand (30,000) shares
with the same terms and provisions and the relative rights, preferences, privileges,
restrictions and qualifications as those of the class of Twenty-five Thousand
(25,000) Preferred shares designated as 6% Preferred Stock created and provided
by the Consolidation Agreement (Amended Articles of Incorporation) of Capital Finance
Corporation filed in the Office of the Secretary of State of Ohio on the 17th
day of June, 1943; and five thousand (5,000) shares Preferred designated as 4%
Preferred Stock created and provided by the Amendment to said Consolidation Agree-
ment (Amended Articles of Incorporation) of said Capital Finance Corporation filed
in the Office of Secretary of State of Ohio on July 20, 1941; reference to both
of which is made as a part hereof and the expressed terms and provisions and the
relative rights, preferences, privileges, restrictions and qualifications of the
shares hereby created, except the dividend rate which shall be 5% in the series
of Preferred shares to be designated as 5% Preferred Stock created herein."

IN WITNESS WHEREOF, said L. J. Ingram, President, and Benjamin F. Miller,
Secretary, of Capital Finance Corporation, acting for and on behalf of said
corporation, have hereunto subscribed their names and caused the seal of said
corporation to be hereunto affixed this 20th day of June, 1945.

CAPITAL FINANCE CORPORATION

By L. J. Ingram
President
By Benjamin F. Miller
Secretary

A281- 1579

APPROVED
FOR FILING

CERTIFICATE OF AMENDMENT

TO

CONSOLIDATION AGREEMENT (AMENDED ARTICLES)

DATE 12/13/47 7530 OF CAPITAL FINANCE CORPORATION

92571

VA 544-3887

By action of the Board of Directors, providing for a Series of Ten Thousand (10,000) Preferred Shares, Designated 5% Preferred Stock.

We, L. J. Ingram, President, and Benjamin F. Miller, Secretary, of Capital Finance Corporation, an Ohio corporation with its principal office located at Columbus, Ohio, do hereby certify that:

Pursuant to the authority conferred upon the Board of Directors by Consolidation Agreement (Amended Articles of Incorporation) of said Capital Finance Corporation, the Board of Directors of said corporation at a meeting duly convened and held on November 19, 1947 adopted a resolution of amendment to Consolidation Agreement (Amended Articles of Incorporation) providing for the issuance of a series of 10,000 preferred shares, which resolution of amendment is as follows:

RESOLVED: That pursuant to the authority vested in the Board of Directors of this corporation and in accordance with the provisions of its Amended Articles of Incorporation (Consolidation Agreement) as amended, a series of preferred shares of the corporation be and it is hereby created; such series of preferred shares to be designated 5% Preferred Stock, to consist of 10,000 shares with the same terms and provisions and the relative rights, preferences, privileges, restrictions and qualifications as those of the class of 30,000 Preferred Shares designated as 5% Preferred Stock created and provided by the amendment to said Consolidation Agreement (Amended Articles of Incorporation) of said Capital Finance Corporation filed in the Office of the Secretary of the State of Ohio on June 20, 1945, reference to which is made as a part hereof and the express terms and provisions and the relative rights, preferences, privileges, restrictions and qualifications of the shares hereby created are the same as therein stated and referred to therein.

IN WITNESS WHEREOF, said L. J. Ingram, President, and Benjamin F. Miller, Secretary, of Capital Finance Corporation, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 20th day of November, 1947.

CAPITAL FINANCE CORPORATION

By L. J. Ingram President

By B. F. Miller Secretary

B 22 841
CERTIFICATE OF AMENDMENT
TO AMENDED ARTICLES OF
CAPITAL FINANCE CORPORATION

92571
APPROVED
FOR
DATE 12-27-57

L. J. Ingram, President, and Benjamin P. Miller, Secretary, of CAPITAL FINANCE CORPORATION, an Ohio corporation, do hereby certify that a meeting of the holders of the shares of said corporation entitling them to vote on the proposal to amend the amended articles of incorporation thereof, as contained in the following resolution, was duly called and held on the 20th day of November, 1957, at which meeting a quorum and more than two-thirds of such shareholders was present in person or by proxy, and that by the affirmative vote of the holders of more than two-thirds of shares entitling them to exercise the voting power of the corporation on such proposal the following resolution of amendment was adopted:

RESOLVED: That the amended Articles of Incorporation of Capital Finance Corporation (Consolidation Agreement) be and the same are hereby amended so that the first paragraph of Article IV thereof shall read as follows:

"Article IV. The maximum number of shares which Capital Finance Corporation is authorized to have outstanding is 765,000 shares, of which 60,000 shares shall be Preferred Stock of the par value of \$100.00 per share; 505,000 shares shall be Common Stock without par value and 200,000 shares shall be Nonvoting Common Stock without par value."

RESOLVED: That Article IV, Paragraph C-3 be and the same is hereby amended to read as follows:

"3 - Dividends on common stock of any class shall be payable in cash, common stock of any class, preferred stock of any class, certificates or other securities or evidences of indebtedness of the corporation."

RESOLVED: That said Article IV be amended to read as follows:

"1 - There shall be a class of nonvoting common stock of the corporation which shall be identical in all respects with common stock of the corporation except that the holders of nonvoting common stock shall not have voting power for any purpose whatsoever, and the holders of such stock shall, to the exclusion of the holders of common stock of the corporation, have the right to elect two directors of the corporation."

B 22 842

Stock, have full voting power for all purposes.

"2 - All provisions of Paragraph C of Article IV of the amended Articles of Incorporation with respect to Common Stock shall also apply to Nonvoting Common Stock except that the holders of Nonvoting Common Stock shall have no voting power for any purpose whatsoever."

IN WITNESS WHEREOF, said L. J. Ingram, President and Benjamin F. Miller, Secretary, of CAPITAL FINANCE CORPORATION, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 20th day of November, 1957.

CAPITAL FINANCE CORPORATION

(SEAL)

L. J. Ingram
President
Benjamin F. Miller
Secretary

B 891-0004

Number 92571
Approved By [Signature]
Date 6-29-73
Fee 250

156-74

Certificate of Amendment TO ARTICLES OF

Capital Finance Corporation

T. A. Haussler, President (~~or Vice President~~) and E. R. Gall,
Secretary (~~or Assistant Secretary~~) of Capital Finance Corporation, an Ohio

corporation, with its principal office located at Columbus, Ohio, do
hereby certify that * ~~for meeting of the holders of the shares of said corporation entitled to vote on the proposed amendment to the articles of incorporation thereof, as contained in the following resolution,~~

~~was duly called and held on the [blank] day of [blank] 19[blank] at which meeting a quorum of said shareholders [blank] was present in person or by proxy,~~

~~and that by the affirmative vote of the holders of shares entitled to vote thereon [blank] the ratification of the corporation on such proposal (and in addition thereto by the affirmative vote~~

~~of the holders of [blank] of each class of shares entitled to vote thereon) * [in a writing signed under the provisions of Section 1701.54 of the Revised Code by all of the shareholders who would be entitled to a notice of a meeting held for such purpose] the following resolution was adopted to amend the articles:~~

RESOLVED: That the Articles of Incorporation of
Capital Finance Corporation be amended, effective
July 1, 1973, to change Article I. thereof to
read as follows:

ARTICLE I. - The name of the corporation shall
be Capital Financial Services Inc.

IN WITNESS WHEREOF, said T. A. Haussler, President (~~or Vice President~~) and E. R. Gall, Secretary (~~or Assistant Secretary~~) of
Capital Finance Corporation, acting for and on behalf of said corporation, have
hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 18th
day of June, 1973.

By [Signature] President (~~or Vice President~~)
By [Signature] Secretary (~~or Assistant Secretary~~)

E-347-205

Number

92571

Approved By

BN

Date

11-28-77

Fee

255

Certificate of Amendment TO ARTICLES OF

Capital Financial Services Inc.

T. A. Haeussler

, President (or Vice President) and

D. L. Dreher

Secretary (or Assistant Secretary) of

Capital Financial Services Inc.

, an Ohio

corporation, with its principle office located at 5025 Arlington Centre Blvd., Columbus, Ohio, do hereby certify that ~~a meeting of the holders of the shares of said corporation entitled to vote thereon for the purpose of amending the articles of incorporation then or hereinafter in the following resolution~~ a regular quarterly meeting of the Board of Directors of Capital Financial Services Inc. was duly called and held on the 14th day of November, 19 77, at which meeting a quorum of such shareholders ~~(and such other persons)~~ was present in person ~~and by proxy~~ directors

~~and that by the affirmative vote of the holders of shares entitled to vote thereon for the purpose of amending the articles of incorporation then or hereinafter in the following resolution~~ and by motion duly made and seconded ~~at the holding of the meeting of the Board of Directors of Capital Financial Services Inc. on the 14th day of November, 1977, the following resolution was adopted to amend the articles:~~

RESOLVED: That the amended Articles of Incorporation of Capital Financial Services Inc. (consolidation agreements) as amended be and the same are hereby amended so that Article IV thereof shall read as follows:

Article IV. The maximum number of shares which Capital Financial Services Inc. is authorized to have outstanding is 705,000 shares of which 505,000 shares shall be Common Stock without par value and 200,000 shares shall be nonvoting common stock without par value.

- A. 1. Shares of Common Stock may be issued at any time and from time to time for such consideration and upon such terms as may be fixed from time by the Board of Directors and this authority to fix the consideration and terms for the issuing of Common Stock of the corporation is hereby given whether the same is offered to shareholders, or issued as a share dividend or for consideration other than money only and in all other cases in which Common Stock of the corporation is issued.
2. The holders of common stock, whether now or hereafter authorized shall have no preemptive right to subscribe for any shares of any class of stock, whether now or hereafter authorized, nor for any securities convertible into stock which the corporation may at any time issue.
3. Dividends on Common Stock of any class shall be payable in cash, common stock of any class, certificates or other securities or evidence of indebtedness of the corporation.
- B. 1. Shares of Nonvoting Common Stock shall be identical in all respects with Common Stock of the corporation except that the holders of Nonvoting Common Stock shall have no voting power for any purpose whatsoever, and the holders of Common Stock shall, to the exclusion of the holders of Nonvoting Common Stock, have full voting power for all purposes.

1347- 66

Provisions of Paragraph A of this Article with respect to Common Stock shall also apply to Nonvoting Common Stock except that the holders of Nonvoting Common Stock shall have no voting power for any purpose whatsoever.

The Board of Directors of the corporation may, in its discretion and upon such terms and restrictions as it may impose, provide and carry out a plan for the allotment and sale of any unissued shares, or of shares purchased, to the employees of the corporation or to the employees of subsidiary corporations or to a trustee, in their behalf, and for the payment of such shares in installments or at one time, and may establish a special fund or funds in which such employees during the period of their employment or other period of time may be privileged to share on such terms and conditions as may be imposed in respect thereof, and shares may be allotted and sold or set aside for said purposes under such plan as may be adopted by the Board of Directors free from preemptive purchase rights of holders of outstanding stock.

IN WITNESS WHEREOF, said T. A. Haessler, President ~~(xxxxxx)~~
D. L. Dreher, Secretary ~~(xxxxxx)~~ of
Capital Financial Services Inc., acting for and on behalf of said corporation, have
hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 16th
day of November, 1977.

By T. A. Haessler
President
By D. L. Dreher
Secretary

*Strike phrases inapplicable

10683-1708

0-104

No. 10683-1708

Approved by

Date

For

10683-1708

SUBSEQUENT APPOINTMENT OF AGENT
Sections 1701.07 (D), 1702.06 (D) Revised Code

KNOW ALL MEN BY THESE PRESENTS, That

C T CORPORATION SYSTEM
(Name of Agent)

of Union Commerce Building
(Street or Avenue)

in Cleveland Cuyahoga County, Ohio, a corporation
(City or Village)

having a business address in this state, is hereby appointed as the agent on which process, tax notices and demands against CAPITAL FINANCIAL SERVICES INC.
(Name of Corporation)

may be served, to succeed Darrell L. Dreher
(Name of Former Agent)

heretofore appointed as agent, which appointment is hereby made pursuant to a resolution of the board of directors (trustees) passed on the 19th day of December

1979. All previous appointments are hereby revoked.

By Fernande Bennett
(President, Vice-President, Secretary)

Wilmington, Delaware ONE

Dec. 19 1979

Gentlemen: C T CORPORATION SYSTEM hereby accepts appointment as the agent of your corporation upon whom process, tax notices or demands may be served

C T CORPORATION SYSTEM
(Signature of Agent)

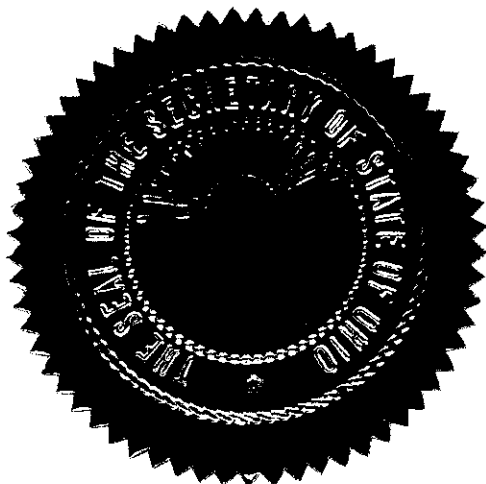
Fernande Bennett
(Signature of Agent)

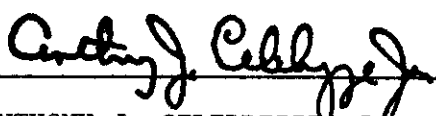
10683-1708

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, ANTHONY J. CELEBREZZE, JR.,
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an
exemplified copy, carefully compared by me with the original record now in my official
custody as Secretary of State, and found to be true and correct, of the Certificate of
CONSOLIDATION of: EQUITY INVESTMENT COMPANY, and CAPITAL LOAN AND SAVINGS COMPANY, to
form: CAPITAL FINANCE CORPORATION, filed June 17, 1938, recorded on Roll A281, Frame
1566; Certificate of AMENDMENT filed July 30, 1941, recorded on Roll A281, Frame 1573;
Certificate of AMENDMENT filed June 20, 1945, recorded on Roll A281, Frame 1575; Certificate
of AMENDMENT filed June 20, 1945, recorded on Roll A281, Frame 1577; Certificate of
AMENDMENT filed December 3, 1947, recorded on Roll A281, Frame 1579; Certificate of
AMENDMENT filed November 27, 1957, recorded on Roll B22, Frame 841; Certificate of
AMENDMENT changing corporate title to: CAPITAL FINANCIAL SERVICES INC., filed June
29, 1973, recorded on Roll B891, Frame 4; Certificate of AMENDMENT filed November 28,
1977, recorded on Roll E347, Frame 45 of the Records of Incorporation.

WITNESS my hand and official seal at
Columbus, Ohio, this 22ND day
of JANUARY A.D. 19 80




ANTHONY J. CELEBREZZE, JR.
Secretary of State