

Department of State.

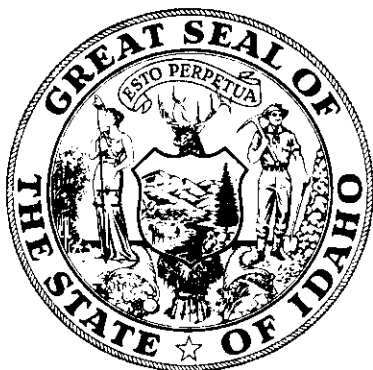
**CERTIFICATE OF AUTHORITY
OF**

BORG-WARNER INSURANCE SERVICES, INC.

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

Dated **July 31**, 19 **81**.



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 BORG-WARNER INSURANCE SERVICES, INC.
2. *The name which it shall use in Idaho is BORG-WARNER INSURANCE SERVICES, INC.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is October 31, 1979 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 100 West Tenth Street, Wilmington, Delaware 19801
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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To act as an insurance agency and as an insurance administrator.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	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
1,000	Common	\$1.00

(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>

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 July 10, 19 81

BORG-WARNER INSURANCE SERVICES, INC.

By Owen B. Davies

Its _____ President

and Joseph P. Wolonsky

Its ASST. Secretary

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

I, Patricia Sexton, a notary public, do hereby certify that on this 10th day of July, 1981, personally appeared before me Owen B. Davies, who being by me first duly sworn, declared that he is the President of _____

BORG-WARNER INSURANCE SERVICES, INC.

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

Patricia S. Sexton
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.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
R. E. LaRoche	Chairman	200 S. Michigan Avenue Chicago, Illinois 60604
O. B. Davies	President	100 S. Wacker Drive Chicago, Illinois 60606
H. A. Lamm	Vice President	100 S. Wacker Drive Chicago, Illinois 60606
O. B. Cox	Treasurer	One IBM Plaza Chicago, Illinois 60611
P. E. Gray	Assistant Treasurer	100 S. Wacker Drive Chicago, Illinois 60606
T. F. White	Secretary	One IBM Plaza Chicago, Illinois 60611
J. P. Wolonsky	Assistant Secretary	100 S. Wacker Drive Chicago, Illinois 60606

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
O. B. Davies	Director	100 S. Wacker Drive Chicago, Illinois 60606
R. E. LaRoche	Director	200 S. Michigan Avenue Chicago, Illinois 60604
R. J. Doyle	Director	One IBM Plaza Chicago, Illinois 60611
K. D. Schulz	Director	200 S. Michigan Avenue Chicago, Illinois 60604
J. J. Gavin, Jr.	Director	200 S. Michigan Avenue Chicago, Illinois 60604

CONSENT TO USE OF NAME

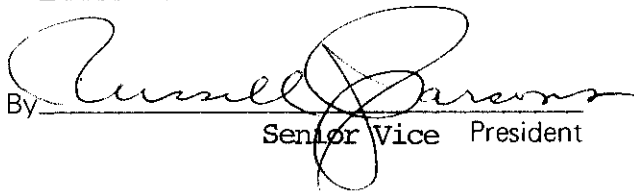
BORG-WARNER CORPORATION

_____, a corporation
organized under the laws of the State of Delaware, hereby consents to
the ~~XXXXXXXXXX~~ qualification of BORG-WARNER INSURANCE SERVICES, INC.
in the State of Idaho

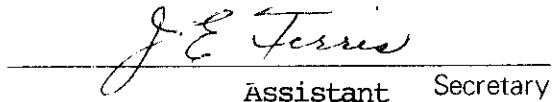
IN WITNESS WHEREOF, the said **BORG-WARNER CORPORATION**

_____ Senior
_____ has caused this consent to be executed by its Vice president
and attested under its corporate seal by its Assistant secretary, this 9th day of
July 19 81

BORG-WARNER CORPORATION

By 
Senior Vice President

Attest:


Assistant Secretary

(SEAL)

CONSENT TO USE OF NAME

BORG-WARNER ACCEPTANCE CORPORATION, a corporation
organized under the laws of the State of Delaware, hereby consents to
the ~~organization~~ qualification of BORG-WARNER INSURANCE SERVICES, INC.
in the State of Idaho

IN WITNESS WHEREOF, the said BORG-WARNER ACCEPTANCE CORPORATION
_____ has caused this consent to be executed by its Vice president
and attested under its corporate seal by its Assistant secretary, this 8th day of
July 1981

BORG-WARNER ACCEPTANCE CORPORATION
By E. A. Rydel Vice President

Attest:

Patrick Hart
Asst. Secretary

(SEAL)

CERTIFICATE OF INCORPORATION

OF

BORG-WARNER INSURANCE HOLDING CORPORATION

1. The name of the corporation is:

BORG-WARNER INSURANCE HOLDING CORPORATION

2. The address of its registered office in the State of Delaware is 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by ballot.

6. The name and mailing address of the incorporator is:

L. M. Custis
100 West Tenth Street
Wilmington, Delaware 19801

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 31st day of October, 1979.



L. M. Custis

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HARTMAN-HOUZE & BRIGHT INSURANCE AGENCY, INC.

HARTMAN-HOUZE & DAVILA INSURANCE AGENCY, INC.

HARTMAN-HOUZE INSURANCE AGENCIES, INC.

HARTMAN-HOUZE & LOMBARDO INSURANCE AGENCY, INC.

INTER-STATE PACIFIC GENERAL AGENCY, INC.

MEMBERS INSURANCE SERVICES, INC.

NATIONAL AGENCY, INC.

AND

NATIONAL INSURANCE MANAGEMENT CORPORATION

INTO

BORG-WARNER INSURANCE HOLDING CORPORATION

* * * * *

BORG-WARNER INSURANCE HOLDING CORPORATION, a
corporation organized and existing under the laws of Delaware,
DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the
31st day of October, 1979, pursuant to the General Corporation
Law of the State of Delaware.

SECOND: That this corporation owns all of the
outstanding shares of the stock of HARTMAN-HOUZE & BRIGHT
INSURANCE AGENCY, INC., a corporation incorporated on the
11th day of July, 1978, pursuant to the Business Corporation
Law of the State of California.

That this corporation owns all of the outstanding
shares of the stock of HARTMAN-HOUZE & DAVILA INSURANCE AGENCY,
INC., a corporation incorporated on the 2nd day of March, 1976,
pursuant to the Business Corporation Law of the State of
California.

That this corporation owns all of the outstanding shares of the stock of HARTMAN-HOUZE INSURANCE AGENCIES, INC., a corporation incorporated on the 19th day of July, 1974, pursuant to the Business Corporation Law of the State of California.

That this corporation owns all of the outstanding shares of the stock of HARTMAN-HOUZE & LOMBARDO INSURANCE AGENCY, INC., a corporation incorporated on the 16th day of April, 1975, pursuant to the Business Corporation Law of the State of California.

That this corporation owns all of the outstanding shares of the stock of INTER-STATE PACIFIC GENERAL AGENCY, INC., a corporation incorporated on the 8th day of August, 1969, pursuant to the General Corporation Law of the State of Arizona.

That this corporation owns all of the outstanding shares of the stock of MEMBERS INSURANCE SERVICES, INC., a corporation incorporated on the 19th day of April, 1976, pursuant to the Business Corporation Law of the State of California.

That this corporation owns all of the outstanding shares of the stock of NATIONAL AGENCY, INC., a corporation incorporated on the 20th day of September, 1974, pursuant to the General Corporation Law of the State of Nevada.

That this corporation owns all of the outstanding shares of the stock of NATIONAL INSURANCE MANAGEMENT CORPORATION a corporation incorporated on the 18th day of September, 1974, pursuant to the General Corporation Law of the State of Nevada.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the

unanimous written consent of its members, filed with the minutes of the board on the 30th day of June 1980, determined to and did merge into itself said HARTMAN-HOUZE & BRIGHT INSURANCE AGENCY, INC., HARTMAN-HOUZE & DAVILA INSURANCE AGENCY, INC., HARTMAN-HOUZE INSURANCE AGENCIES, INC., HARTMAN-HOUZE & LOMBARDO INSURANCE AGENCY, INC., INTER-STATE PACIFIC GENERAL AGENCY, INC., MEMBERS INSURANCE SERVICES, INC., NATIONAL AGENCY, INC., and NATIONAL INSURANCE MANAGEMENT CORPORATION:

RESOLVED, that BORG-WARNER INSURANCE HOLDING CORPORATION merge, and it hereby does merge into itself said HARTMAN-HOUZE & BRIGHT INSURANCE AGENCY, INC., HARTMAN-HOUZE & DAVILA INSURANCE AGENCY, INC., HARTMAN-HOUZE INSURANCE AGENCIES, INC., HARTMAN-HOUZE & LOMBARDO INSURANCE AGENCY, INC., INTER-STATE PACIFIC GENERAL AGENCY, INC., MEMBERS INSURANCE SERVICES, INC., NATIONAL AGENCY, INC., and NATIONAL INSURANCE MANAGEMENT CORPORATION, and assumes all of their obligations; and

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State.

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said HARTMAN-HOUZE & BRIGHT INSURANCE AGENCY, INC., HARTMAN-HOUZE & DAVILA INSURANCE AGENCY, INC., HARTMAN-HOUZE INSURANCE AGENCIES, INC., HARTMAN-HOUZE & LOMBARDO INSURANCE AGENCY, INC., INTER-STATE PACIFIC GENERAL AGENCY, INC., MEMBERS INSURANCE SERVICES, INC., NATIONAL AGENCY, INC., and NATIONAL INSURANCE MANAGEMENT CORPORATION and assume their liabilities and obligations, and the date of adoption thereof, and to cause the same to be

filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anwise necessary or proper to evvect said merger; and

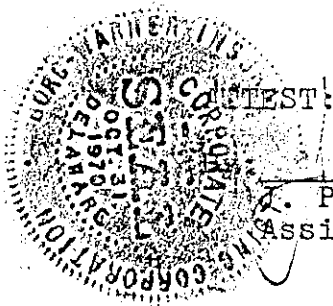
FURTHER RESOLVED that this corporation change its corporate name by changing Article 1 of the Certificate of Incorporation of this corporation to read as follows:
Article 1 the name of the corporation is BORG-WARNER INSURANCE SERVICES, INC.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding the merger may be terminated and abandoned by the board of directors of BORG-WARNER INSURANCE HOLDING CORPORATION at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said BORG-WARNER INSURANCE HOLDING CORPORATION has caused this certificate to be signed by Owen B. Davies its President and attested by J. P. Wolonsky its Assistant Secretary, this 30th day of June, 1980.

BORG-WARNER INSURANCE HOLDING CORPORATION

By: Owen B. Davies
Owen B. Davies
President



J. P. Wolonsky
J. P. Wolonsky
Assistant Secretary



State of DELAWARE



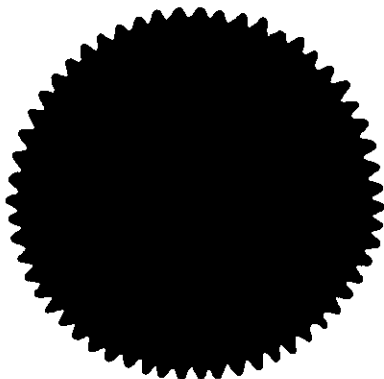
Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing page numbered 1, is a true and correct copy of Certificate of Incorporation of the "BORG-WARNER INSURANCE HOLDING CORPORATION", as received and filed in this office the thirty-first day of October, A.D. 1979, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 4, both numbers inclusive, is a true and correct copy of Certificate of Ownership of the "BORG-WARNER INSURANCE HOLDING CORPORATION", a corporation organized and existing under the laws of the State of Delaware, merging "HARTMAN-HOUZE & BRIGHT INSURANCE AGENCY, INC.", "HARTMAN-HOUZE & DAVILA INSURANCE AGENCY, INC.", "HARTMAN-HOUZE INSURANCE AGENCIES, INC.", "HARTMAN-HOUZE & LOMBARDO INSURANCE AGENCY, INC.", and "MEMBERS INSURANCE SERVICES, INC.", corporations organized and existing under the laws of the State of California, "INTER-STATE PACIFIC GENERAL AGENCY, INC.", a corporation organized and existing under the laws of the State of Arizona, "NATIONAL AGENCY, INC.", and "NATIONAL INSURANCE MANAGEMENT CORPORATION", corporations organized and existing under the laws of the State of Nevada, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the twenty-seventh day of October, A.D. 1980, at 12 o'clock Noon.

And I do hereby further certify that the said "BORG-WARNER INSURANCE HOLDING CORPORATION", has relinquished its corporate title and assumed in place thereof "BORG-WARNER INSURANCE SERVICES, INC."

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this tenth *day*
of July *in the year of our Lord*
one thousand nine hundred and eighty-one.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State