

Department of State.

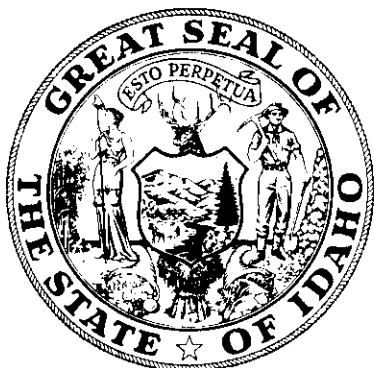
**CERTIFICATE OF AUTHORITY
OF**

CENVAL LEASING CORPORATION

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

Dated November 29, 19 79



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED

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: 8:32

1. The name of the corporation is CENVAL LEASING CORPORATION
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of California
4. The date of its incorporation is June 10, 1963 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 6207 Sierra Court Dublin, California 94566
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: Lease financing

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

Name	Office	Address
<u>SEE ATTACHED LIST</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>10,000</u>	<u>common</u>	<u>\$10.00 NPV *</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
10,000	common	\$10.00 NPV

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 October 19, 19 79

CENVAL LEASING CORPORATION

By

George G. Padis
George G. Padis

Its _____ President

and

Grace H. Foster
Grace H. Foster

Its _____ Secretary

STATE OF CALIFORNIA)

COUNTY OF ALAMEDA) ss:

I, Betty J. Miranda, a notary public, do hereby certify that on this 19th day of October, 19 79, personally appeared before me George G. Padis, who being by me first duly sworn, declared that he is the President of CENVAL LEASING CORPORATION

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



Betty J. Miranda
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.

CENVAL LEASING CORPORATION

OFFICER & DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Address</u>
George G. Padis	President/ Director	6207 Sierra Court Dublin, CA 94566
Russell E. Rickards	Senior Vice Pres.	6207 Sierra Court Dublin, CA 94566
James Loos	Senior Vice Pres.	6207 Sierra Court Dublin, CA 94566
Samuel A. Stewart	Vice President	6207 Sierra Court Dublin, CA 94566
Richard Houlihan	Asst. Vice Pres.	6207 Sierra Court Dublin, CA 94566
Grace H. Foster	Secretary	301 20th Street Oakland, CA 94612
Vincent Leveroni	Treasurer	301 20th Street Oakland, CA 94612
Michael G. Rafton	Director	301 20th Street Oakland, CA 94612
Robert L. Heggen	Director	301 20th Street Oakland, CA 94612
Robert W. Scofield	Director	301 20th Street Oakland, CA 94612

TERM OF OFFICE OF OFFICERS AND
DIRECTORS EXPIRES MARCH 3, 1980

State
NOV 8 52 AM
California
SECRET
STATE

OFFICE OF THE SECRETARY OF STATE

Reproduction
Certification

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

NOV 11 1979



March Fong Eu

Secretary of State

45237

FILED

ARTICLES OF INCORPORATION

IV

GENERAL COMPANY

JUN 1960
[Signature]

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California.

AND WE HEREBY CERTIFY:

I

That the name of said corporation shall be

GENERAL COMPANY

II

That the specific purpose for which the corporation is formed and the business it intends primarily and exclusively to engage in is as follows:

To act as agent or broker for insurance companies to solicit applications for fire, casualty, auto, marine, theft, and other types of insurance, and to do all other kinds of insurance business and doing such other business as may be required to agents or brokers and to conduct a general insurance agency and insurance brokerage business.

III

That the general purposes for which the corporation

Notarization of this
to avoid articles

is formed are as follows:

ARTICLE I. To acquire, and pay for in cash, shares of stock, bonds or notes of this corporation, or otherwise, the assets, including the goodwill, of any person, firm, association, or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.

ARTICLE II. To engage as a broker, a business opportunity broker in the buying and selling of banks.

ARTICLE III. To subscribe for, purchase or otherwise acquire, invest in, hold for investment or otherwise own, hold, lease, guarantee, pledge, mortgage, contract with reference to, trade and generally deal in, and to use, sell, transfer, assign, exchange or otherwise dispose of, as agent, agent or broker, any kind of public or private securities, or any kind of bonds, debentures, capital stock, shares, obligations, securities, other evidences of indebtedness, contracts for the sale of any article or personal property, bills of exchange, notes, commercial negotiable instruments, or other property of this or of any other corporation, domestic or foreign, public, quasi-public or private, or of firms or of individuals, to such an extent and in such a manner as may now or hereafter be permitted by law.

ARTICLE IV. To engage in, in all of its branches, a general brokerage, finance and investment business.

ARTICLE V. To purchase, hold or maintain, sell, convey, generally deal in, lease, mortgage, exchange and otherwise trade in and dispose of all properties of any kind or nature or any interest or right therein, within and without the State of California, and to do any and all acts and things for the protection and management thereof.

ARTICLE VI. To execute, and deliver contracts, promissory notes, bonds, debentures and such other instruments in writing as may be necessary in the transaction of its business, and to secure the payment of such promissory notes, bonds or debentures by mortgage, deed of trust or otherwise, in any manner permitted by law.

ARTICLE VII. To borrow, receive or lend money, or securities, with reference to the same in such manner as may be permitted, directly or indirectly, to promote the interests of this corporation, or to enhance the value of its property or business.

ARTICLE VIII. To buy, sell, convey or otherwise dispose of, lease, acquire, lease, own, use, improve, construct, alter, work, maintain as permitted by law, machinery, vessels and real property in any property of any kind or nature, without limit as to amount, and to otherwise operate for itself or as agent for other persons, firms or corporations.

Article 1. To buy, sell, assign, transfer, exchange, acquire, lease, own, use, improve, develop, pledge, encumber as permitted by law, supervise, manage and deal generally in personal property of every kind and description, without limit as to quantity and wherever situated, for itself or as broker or agent for other persons, firms or corporations.

Article 2. To buy, sell, assign, transfer, exchange, acquire, own, use, pledge, encumber as permitted by law, and deal generally in leases of all kinds upon real or personal property wherever situated, for itself or as agent for other persons, firms or corporations.

Article 3. To build, construct, reconstruct, repair, alter, furnish and equip buildings, dwelling houses, commercial houses, hotel buildings, office buildings, store buildings, factories, shops and structures of all kinds, whether in its own behalf or for others.

Article 4. To carry on a general real estate business in any manner authorized by law, and also to act as insurance agent and insurance broker in any manner authorized by law.

Article 5. To maintain and carry on a general collection agency for the collection of debts in any manner authorized by law and act as agent for creditors and other claimants in the collection and settlement of debts and claims.

Article 6. To engage, generally, in the business of financing any lawful enterprise in any lawful way.

Article 7. To act as trustee under deeds of trust given solely for the purpose of securing obligations for the payment of money, other than corporation bonds.

Article 8. To make, or obtain, for itself or for any other person, firm, or corporation, loans of money, securities, or loans of money loaned in kind, or personal property, and to purchase and sell, or otherwise dispose of, and lease and all interests and securities relating to the same.

Article 9. To manufacture, export, import, buy, sell, lease, acquire, own, sell, assign or otherwise dispose of, and manage, trade, and generally deal in all kinds of goods, wares, and merchandise, all articles of personal property of every kind, claims and demands, and all rights and interests therein, whether produced by said corporation or by any other person, firm or corporation, for the account of the said corporation, or as the agent for the same, firm or corporation.

Article 10. To apply for, buy, sell, acquire, own, lease, or otherwise dispose of, and manage, trade, and generally deal in all kinds of goods, wares, and merchandise, and to manufacture and sell any article covered by any of said letters patent, patent rights,

trade marks, copy rights, territorial rights and royalties.

EMPLOYMENT: To carry on any and all kinds of manufacturing, commercial, mercantile, mechanical, trading or mining business.

MEMORANDUM: To establish, conduct, and carry on the business of buying, selling and otherwise dealing in improvements, trademarks, trade names, copyrights, or any letters patent, registration or rights, both domestic or foreign, whether issued by the United States or any foreign country or government. To apply for, procure, and obtain any and all necessary letters patent or rights, either foreign or domestic, for all inventions, improvements, or better processes for the conduct and in the name of the corporation, or in the name for any person, firm or association. To conduct or develop any or all such inventions, improvements, trade names, or processes by establishing in this or any foreign country any or all necessary plants, factories, or machinery for the manufacture of patent articles of any class, nature or description.

of or under the charge and management of the
 (Name of contractor) during the term of the
 contract in the execution of the business of the
 Government.

[illegible][illegible]

any business, whether mining, manufacturing, or otherwise, which said corporation may think calculated, directly or indirectly to effectuate and accomplish these purposes.

ARTICLE FOURTH: To make, enter into and execute contracts of every kind and character, written and un-
written, with individuals, firms, associations and corporations, private, public and municipal, and bodies politic, and with the government of the United States, and of any State or Territory, or colony or district thereof, and with any foreign country.

ARTICLE FIFTH: To purchase, sell, do, perfect, execute, execute, own, hold or dispose of such, all or anything incident to or necessary, convenient or proper, in the judgment of its board of directors for the time being in carry out or furtherance of the purposes, objects, or purposes, objectives or intended character or connected therewith, or to purchase or acquire any rights, franchises or privileges, which may be deemed necessary, desirable, useful, convenient, incidental or auxiliary to any of the purposes, objects or intended character of this corporation, and to do all things necessary or proper to carry out the purposes, objects or intended character of this corporation, directly or indirectly.

ARTICLE SIXTH: To become a partner (either general or limited partner) and to make such arrangements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of its purposes, objects or intended character, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

ARTICLE SEVENTH: To borrow and to mortgage all of the property owned by the corporation of California and to execute and issue bonds, notes, debentures or other securities, which this corporation may deem proper or convenient in connection with any of its purposes, objects or intended character, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

The foregoing statement of purposes shall be construed as a statement of such purposes and powers, and the purposes and powers stated in such clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but that the objects, purposes and powers specified in each of the clauses herein shall be regarded as independent of each other, and that the foregoing enumeration of specific powers shall not be held to limit or restrict in any way the general powers of said corporation.

That the principal office of the Corporation of business of the corporation is located in the County of Alameda, State of California.

That this corporation is authorized to issue only one class of shares of stock, the shares of which shall be known as "Common Stock" and shall be authorized in the amount of \$1,000,000.00, divided into 100,000 shares of \$10.00 each.

That the names of the members of the Board of Directors of the Corporation are as follows:

- | | |
|--------------------------|-----------------|
| 1. C. Robert [illegible] | 12. [illegible] |
| 2. Edward J. [illegible] | 13. [illegible] |
| 3. E. E. [illegible] | 14. [illegible] |

IN WITNESS WHEREOF, the Board of Directors of the Corporation has caused this Certificate to be signed by its President and Secretary, and the same to be attested by its Secretary, on this 1st day of [illegible] 19[illegible].

[Handwritten signatures]

1. The first part of the report is a summary of the work done during the year.

2. The second part is a detailed account of the work done during the year, and is divided into two sections: (a) the work done during the first half of the year, and (b) the work done during the second half of the year.

3. The third part is a summary of the work done during the year, and is divided into two sections: (a) the work done during the first half of the year, and (b) the work done during the second half of the year.

4. The fourth part is a summary of the work done during the year, and is divided into two sections: (a) the work done during the first half of the year, and (b) the work done during the second half of the year.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF
CENVAL COMPANY

The undersigned ROBERT E. GILBERT and MYRTLE J. HOPKINS certify that they now are and at all times herein mentioned have been the duly elected and acting Vice-President and Secretary of CENVAL COMPANY, a California corporation, and that:

1. At a special meeting of the Board of Directors of the corporation duly held at Oakland, California, at 2:00 P.M. on June 3, 1968, the following resolution was duly adopted:

"RESOLVED: That Article I of the Articles of Incorporation of this corporation be amended to read as follows:

"1. That the name of said corporation shall be
CENVAL LEASING CORPORATION"

"RESOLVED FURTHER: That said amendment is hereby adopted and approved."

2. By Consent in Lieu of Meeting dated June 3, 1968, CENTRAL VALLEY NATIONAL BANK, a national banking association, sole stockholder of the corporation, owning 10 shares of stock of said corporation, ratified and confirmed said Directors' resolution set forth in Paragraph 1 of this Certificate. That the wording of the amended article, as set forth in the shareholder's written consent, is the same as that set forth in the above Directors' resolution.

3. The total number of shares of the corporation entitled to vote on or consent to the adoption of such amendment is 10.

Dated: June 4, 1968.

452397

FILED
In the office of the Secretary of State
of the State of California

JUN 13 1968
FRANK M. JORDAN, Secretary of State
Ralph P. Marling
Clerk

Robert E. Gilbert
ROBERT E. GILBERT, Vice-President
of CENVAL COMPANY

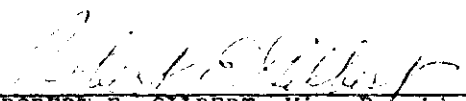
Myrtle J. Hopkins
MYRTLE J. HOPKINS, Secretary of
CENVAL COMPANY


We, the undersigned, say:

We are, respectively, the Vice-President and Secretary of CENVAL COMPANY, a California corporation; that the foregoing document is true of our own knowledge and the knowledge of each of us, except as to the matters which are therein stated on information and belief, and as to those matters we believe it to be true.

Each of the undersigned declares under penalty of perjury that the foregoing is true and correct.

Executed on June 4, 1968, at Oakland, California.


ROBERT E. GILBERT, Vice-President


MYRTLE J. HOPKINS, Secretary

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FILED

In the office of the Secretary of State
of the State of California

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ARTICLES OF INCORPORATION
OF
CENVAL LEASING CORPORATION

MARCH FONG EU, Secretary of State

Deputy

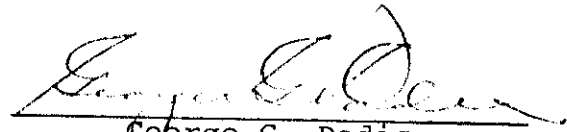
George G. Padis and Grace H. Foster certify that:

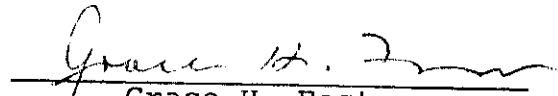
1. They are the president and the secretary, respectively, of Cenval Leasing Corporation, a California corporation.
2. The Articles of Incorporation of this corporation are amended to read as follows:

ARTICLES OF INCORPORATION
OF
CENVAL LEASING CORPORATION

1. The name of the corporation is Cenval Leasing Corporation.
2. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.
3. This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 10,000.
4. This corporation elects to be governed by all of the provisions of the General Corporation Law effective January 1, 1977, not otherwise applicable to it under Chapter 23 hereof.

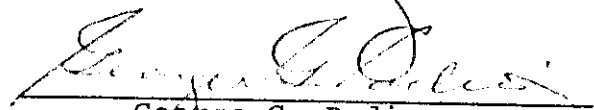
3. The foregoing amendments of Articles of Incorporation have been duly approved by the Board of Directors.
4. The foregoing amendments of Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendments equaled or exceeded the vote required. The percentage vote required was more than 50%.

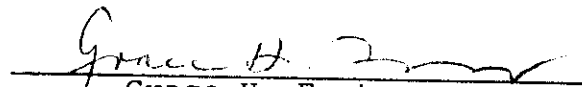

George G. Padis
President


Grace H. Foster
Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing Certificate are true of their own knowledge.

Executed at Oakland, California, on September 25th, 1979.


George G. Padis
President


Grace H. Foster
Secretary