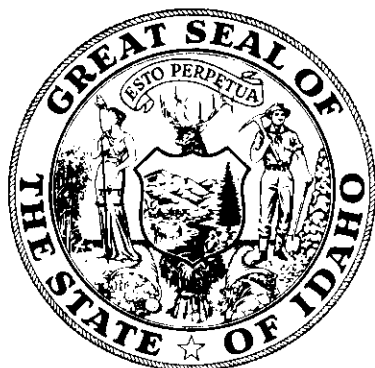


CERTIFICATE OF AUTHORITY
OF
AFFILIATED LEASING CORPORATION

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

Dated January 6th, 19 82



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 heretofore of Authority to transact business in your state, and for that purpose submits the following statement.

1. The name of the corporation is Affiliated Leasing Corporation
2. *The name which it shall use in Idaho is Affiliated Leasing Corporation
3. It is incorporated under the laws of the state of Washington
4. The date of its incorporation is July 25, 1978 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 2720 Third Avenue, Suite 100, Seattle, Washington, 98121
6. The address of its proposed registered office in Idaho is Suite 701 - One Capital Center, 999 Main Street, Boise, Idaho, 83702, and the name of its proposed registered agent in Idaho at that address is Richard G. Smith
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: major equipment leasing
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Josef Diamond	Director	400 Hoge Bldg., Seattle, WA 98104
Thomas W. Healy	Director/President	2720 Third Avenue, #300, Seattle, Wa. 98121
C. Russell Kellerman	Director/Vice President	" " " " " "
Roger J. O'Connell	Senior Vice President	" " " " " "
James C. Larson	Vice President	" " " " " "
Roy H. Riley	Vice President	" " " " " "
Carole A. Reis	Vice President	" " " " " "
Thomas F. Maurice	Secretary/Treasurer	" " " " " "

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>1,000</u>	<u>Class A</u>	<u>No par</u>
	<u>Common</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
<u>1,000</u>	<u>Class A Common</u>	<u>No par</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 December 2, 19 81.

AFFILIATED LEASING CORPORATION

By Thomas H. Hasey

Its _____ President

and Thomas F. Maurice

Its _____ Secretary/Treasurer

STATE OF WASHINGTON)

)ss:

COUNTY OF King)

I, Ann T. Bly, a notary public, do hereby certify that on this 2nd day of December, 19 81, personally appeared before me Thomas W. Healy / Thomas F. Maurice, who being by me first duly sworn, declared that he is the President / Sec - Treas. of AFFILIATED LEASING CORPORATION

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

Ann T. Bly
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.



RECEIVED
'81 DEC 31 AM 11 41
SECRETARY OF
STATE

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office _____

AFFILIATED LEASING CORPORATION

a Washington corporation, was incorporated on August 4, 1978, and is an existing corporation in good standing with all annual license fees paid to July 1, 1982; and I further certify that the above named corporation is duly authorized to transact business in the State of Washington as of the date of this certificate.

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

October 8, 1981

RALPH MUNRO
SECRETARY OF STATE



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office _____

AFFILIATED LEASING CORPORATION

a Washington corporation, was incorporated on August 4, 1978, and is an existing corporation in good standing with all annual license fees paid to July 1, 19 82; and I further certify that the above named corporation is duly authorized to transact business in the State of Washington as of the date of this certificate. _____

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

October 8, 1981

RALPH MUNRO
SECRETARY OF STATE

FILE NO.
PAGE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of AFFILIATED MORTGAGE CORPORATION
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Lycette, Diamond & Sylvester, Attorneys
4th Fl., Hoge Bldg.
Seattle, WA 98104
Attn: Simon Wampold

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1440

Page 379-385

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

August 4, 1978

BRUCE K. CHAPMAN
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF
AFFILIATED MORTGAGE CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being over the age of 21 years (or being a corporation), and for the purpose of forming a corporation under the Washington Business Corporation Act, hereby certifies and adopts, in triplicate, the following Articles of Incorporation:

ARTICLE I. Corporate Name.

The existence of this corporation shall be perpetual, and its name shall be: AFFILIATED MORTGAGE CORPORATION

ARTICLE II. Purposes, Objects and Powers.

The purposes and objects of this corporation are:

1. To engage in and generally carry on the business and/or trade of:

A. To engage in mortgage loan servicing being generally the servicing of loans for lenders and which may include as required by agreement, among other things, the following activities: Monthly billing of loan payments, collection of monthly payments and allocation of the payments to principal and reserve, payment of the specified taxes, insurance and mortgage insurance premiums, reports to the lender, disbursements to the lender of principal and interest less negotiated fee or fees, costs and expenses, such other actions and activities as servicer may be required by agreement to undertake in order to protect the property and the mortgage or security interest therein including but not necessarily limited to inspections, initiation in event of default of foreclosure and other actions and proceedings.

B. To lend money either without any collateral security or on the security of real or personal property including but not limited to home and housing loans and home and housing improvement loans.

2. To engage in and carry on any lawful business or trade, and to hold, purchase or sell any real or personal property which in the judgment of the Board of Directors may be desirable, useful, advantageous or necessary, and permitted under the Washington Business Corporation Act.

3. In furtherance of and not in limitation of the general powers conferred under the laws of the state of Washington, and the

LYCETTE, DIAMOND & SYLVESTER
LAWYERS - HOGE BUILDING
SEATTLE 98104

purposes and objects as set forth above, it is expressly provided that this corporation shall also have the following powers:

a. To acquire by purchase or otherwise, and to own, hold, cancel, re-issue, sell, pledge or otherwise deal in the stock of this corporation, provided that the money or property of the corporation shall not be used for the purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation, and such money or property shall only be used to the extent of unreserved or unrestricted earned surplus available therefor and/or to the extent of unreserved or unrestricted capital surplus available therefor, without the affirmative vote of 2/3rds of the shareholders. The corporation shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.

b. To acquire by purchase or otherwise, and to own, hold, cancel, re-issue, sell, pledge and otherwise deal in bonds, debentures, notes and other assets and securities and debts and obligations of this corporation.

c. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated, directly or indirectly, to promote the welfare or interests of the corporation or enhance the value of or render profitable any of its property or rights.

d. To do any and all things in this article set forth, to the same extent that a natural person might or could do and in any part of the world, as principal, agent, contractor, trustee or otherwise, either alone or in association with others.

Provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation formed under the Washington Business Corporation Act or any amendment thereto or substitute therefor may not lawfully carry on or do.

ARTICLE III. Pre-emptive Rights.

Shareholders of this corporation shall not have Pre-emptive Rights to acquire additional shares offered for sale by this corporation.

ARTICLE IV. Registered Office - Registered Agent.

1. The address of the Registered Office of this corporation in this state shall be: c/o Thomas W. Healy
720 Central Building
Seattle, Washington 98104

- 2 -

LYCETTE, DIAMOND & SYLVESTER
LAWYERS - HOGE BUILDING
SEATTLE 98104

531

2. The name and address of the Registered Agent of this corporation in this state shall be:

Thomas W. Healy
720 Central Building
Seattle, Washington 98104

ARTICLE V. Capital Stock - Cumulative Voting.

The total number of shares of capital stock which may be issued by this corporation is 1,000 shares of non-par common stock without nominal or par value and without classification, preferences or restrictions. Each share of non-par capital stock shall be entitled to one vote and the holders of stock shall not be entitled to cumulative voting.

ARTICLE VI. Changes of Articles of Incorporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this restriction.

ARTICLE VII. Paid-In Capital.

The amount of Paid-in Capital with which this corporation will commence business is \$500.00.

ARTICLE VIII. Change of By-Laws - Distribution of Capital Surplus.

The Board of Directors is authorized to:

1. Adopt, alter, amend and repeal By-Laws for the corporation, subject to the power of the shareholders of the corporation to change or repeal such By-Laws.
2. Distribute to its shareholders out of capital surplus a portion of its assets, in cash or property.

ARTICLE IX. Transactions with Directors.

1. This corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and shareholders, and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or made known to the Board of Directors of the corporation.

A general disclosure, oral or in writing, that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient notice with respect to all contracts and transactions with that corporation, association, firm or entity.

2. Any contract, transaction or act of this corporation or of the directors or of any officers of the corporation, which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such

STATEMENT OF VALUE OF NON-PAR STOCK OF

AFFILIATED MORTGAGE CORPORATION

STATE OF WASHINGTON)
COUNTY OF KING) ss.

The undersigned, being first duly sworn, on oath deposes and says:

That he is the incorporator or an authorized representative of the corporation; that to the best of his knowledge and belief the value of the assets received and to be received by such corporation, in return for the issuance of its non-par value stock, does not and will not exceed the sum of \$250,000.00.

Thomas Healy
Corporate Representative

SUBSCRIBED AND SWORN TO before me this 25th day of

July, 1978.

Sue L. Alexander
Notary Public in and for the State
of Washington, residing at Seattle.

2-281051-9
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of AFFILIATED MORTGAGE CORPORATION
a domestic corporation of Seattle, Washington,
(Changing name to AFFILIATED LEASING CORPORATION)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of S. Randall Johnson
Diamond & Sylvester
Fourth Floor, Hoge Bldg.
Seattle, WA 98104

Filing and recording fee \$
License to June 30, 19 \$
Excess pages @ 25c \$

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

August 13, 1981

Microfilmed, Roll No. 1591

Page 481-483

FILED

AUG 13 1981

SECRETARY OF STATE
STATE OF WASHINGTON ✓

AFFILIATED MORTGAGE CORPORATION
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to the provisions of the Washington State Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is AFFILIATED MORTGAGE CORPORATION.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation:

Article I of the Articles of Incorporation was amended to read as follows:

"ARTICLE I

CORPORATE NAME

"The existence of this corporation shall be perpetual, and its name shall be:

AFFILIATED LEASING CORPORATION."

THIRD: The date of the adoption of the Amendment by the shareholders was the 10th day of August, 1981.

FOURTH: The number of shares of the corporation outstanding at the time of such adoption was one thousand (1,000); and the number of shares entitled to vote thereon was one thousand (1,000). The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

The corporation has only one class of stock, non-par voting common stock, and this class of stock was the only one entitled to vote on this amendment.

FIFTH: The number of shares of such one class of stock which voted for such amendment was one thousand (1,000); and the number of shares of such one class of stock which voted against such amendment was none (0).



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of AFFILIATED MORTGAGE CORPORATION
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Lycette, Diamond & Sylvester, Attorneys
4th Fl., Hoge Bldg.
Seattle, WA 98104
Attn: Simon Wampold

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1440

Page 379-385

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

August 4, 1978

BRUCE K. CHAPMAN
SECRETARY OF STATE

AUG 4 1978 JCS

STATE OF WASHINGTON

ARTICLES OF INCORPORATION OF
AFFILIATED MORTGAGE CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being over the age of 21 years (or being a corporation), and for the purpose of forming a corporation under the Washington Business Corporation Act, hereby certifies and adopts, in triplicate, the following Articles of Incorporation:

ARTICLE I. Corporate Name.

The existence of this corporation shall be perpetual, and its name shall be: AFFILIATED MORTGAGE CORPORATION

ARTICLE II. Purposes, Objects and Powers.

The purposes and objects of this corporation are:

1. To engage in and generally carry on the business and/or trade of:

A. To engage in mortgage loan servicing being generally the servicing of loans for lenders and which may include as required by agreement, among other things, the following activities: Monthly billing of loan payments, collection of monthly payments and allocation of the payments to principal and reserve, payment of the specified taxes, insurance and mortgage insurance premiums, reports to the lender, disbursements to the lender of principal and interest less negotiated fee or fees, costs and expenses, such other actions and activities as servicer may be required by agreement to undertake in order to protect the property and the mortgage or security interest therein including but not necessarily limited to inspections, initiation in event of default of foreclosure and other actions and proceedings.

B. To lend money either without any collateral security or on the security of real or personal property including but not limited to home and housing loans and home and housing improvement loans.

2. To engage in and carry on any lawful business or trade, and to hold, purchase or sell any real or personal property which in the judgment of the Board of Directors may be desirable, useful, advantageous or necessary, and permitted under the Washington Business Corporation Act.

3. In furtherance of and not in limitation of the general powers conferred under the laws of the state of Washington, and the

LYCETTE, DIAMOND & SYLVESTER
LAWYERS - HOGE BUILDING
SEATTLE 98104

purposes and objects as set forth above, it is expressly provided that this corporation shall also have the following powers:

a. To acquire by purchase or otherwise, and to own, hold, cancel, re-issue, sell, pledge or otherwise deal in the stock of this corporation, provided that the money or property of the corporation shall not be used for the purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation, and such money or property shall only be used to the extent of unreserved or unrestricted earned surplus available therefor and/or to the extent of unreserved or unrestricted capital surplus available therefor, without the affirmative vote of 2/3rds of the shareholders. The corporation shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.

b. To acquire by purchase or otherwise, and to own, hold, cancel, re-issue, sell, pledge and otherwise deal in bonds, debentures, notes and other assets and securities and debts and obligations of this corporation.

c. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated, directly or indirectly, to promote the welfare or interests of the corporation or enhance the value of or render profitable any of its property or rights.

d. To do any and all things in this article set forth, to the same extent that a natural person might or could do and in any part of the world, as principal, agent, contractor, trustee or otherwise, either alone or in association with others.

Provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation formed under the Washington Business Corporation Act or any amendment thereto or substitute therefor may not lawfully carry on or do.

ARTICLE III. Pre-emptive Rights.

Shareholders of this corporation shall not have Pre-emptive Rights to acquire additional shares offered for sale by this corporation.

ARTICLE IV. Registered Office - Registered Agent.

1. The address of the Registered Office of this corporation in this state shall be: c/o Thomas W. Healy
720 Central Building
Seattle, Washington 98104

- 2 -

LYCETTE DIAMOND & SYLVESTER
LAWYERS - HOGUE BUILDING
SEATTLE 98104

661

2. The name and address of the Registered Agent of this corporation in this state shall be:

Thomas W. Healy
720 Central Building
Seattle, Washington 98104

ARTICLE V. Capital Stock - Cumulative Voting.

The total number of shares of capital stock which may be issued by this corporation is 1,000 shares of non-par common stock without nominal or par value and without classification, preferences or restrictions. Each share of non-par capital stock shall be entitled to one vote and the holders of stock shall not be entitled to cumulative voting.

ARTICLE VI. Changes of Articles of Incorporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this restriction.

ARTICLE VII. Paid-In Capital.

The amount of Paid-in Capital with which this corporation will commence business is \$500.00.

ARTICLE VIII. Change of By-Laws - Distribution of Capital Surplus.

The Board of Directors is authorized to:

1. Adopt, alter, amend and repeal By-Laws for the corporation, subject to the power of the shareholders of the corporation to change or repeal such By-Laws.

2. Distribute to its shareholders out of capital surplus a portion of its assets, in cash or property.

ARTICLE IX. Transactions with Directors.

1. This corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and shareholders, and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or made known to the Board of Directors of the corporation.

A general disclosure, oral or in writing, that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient notice with respect to all contracts and transactions with that corporation, association, firm or entity.

2. Any contract, transaction or act of this corporation or of the directors or of any officers of the corporation, which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such

purpose, shall insofar as permitted by law, be valid and as binding as though ratified by every shareholder of the corporation.

ARTICLE X. Names and Addresses of Directors.

The initial number of directors of the corporation shall be three, and they shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified. The names and addresses of the initial directors are as follows:

Thomas W. Healy, 720 Central Building, Seattle, WA 98104
C. R. Kelleran, 720 Central Building, Seattle, WA 98104
Josef Diamond, 400 Hoge Building, Seattle, WA 98104

ARTICLE XI. Name and Address of Incorporator.

The name and address of the incorporator is as follows:

Thomas W. Healy, 720 Central Building, Seattle, WA 98104

DATED THIS 25th day of July, 1978.

Thomas Healy
Incorporator

STATE OF WASHINGTON)) ss
COUNTY OF KING)

I, the undersigned notary public in and for the State of Washington, duly commissioned, do hereby certify that on this 25th day of July, 19 78, before me personally appeared THOMAS W. HEALY, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged to me that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year in this certificate above written.

Sue L. Alexander
Notary Public in and for the State
of Washington, residing at Seattle.

(S E A L)

2-281051-9
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of AFFILIATED MORTGAGE CORPORATION
a domestic corporation of Seattle, Washington,
(Changing name to AFFILIATED LEASING CORPORATION)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of _____
S. Randall Johnson
Diamond & Sylvester
Fourth Floor, Hoge Bldg.
Seattle, WA 98104

Filing and recording fee \$ _____
License to June 30, 19 _____ \$ _____
Excess pages @ 25c \$ _____

In witness whereof I have signed and have af-
fixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

August 13, 1981

Microfilmed, Roll No. 1591

Page 481-483

FILED

AUG 13 1981

SECRETARY OF STATE
STATE OF WASHINGTON 4

AFFILIATED MORTGAGE CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to the provisions of the Washington State Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

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"ARTICLE I

CORPORATE NAME

"The existence of this corporation shall be perpetual, and its name shall be:

AFFILIATED LEASING CORPORATION."

THIRD: The date of the adoption of the Amendment by the shareholders was the 10th day of August, 1981.

FOURTH: The number of shares of the corporation outstanding at the time of such adoption was one thousand (1,000); and the number of shares entitled to vote thereon was one thousand (1,000). The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

The corporation has only one class of stock, non-par voting common stock, and this class of stock was the only one entitled to vote on this amendment.

FIFTH: The number of shares of such one class of stock which voted for such amendment was one thousand (1,000); and the number of shares of such one class of stock which voted against such amendment was none (0).



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

ARTICLES OF INCORPORATION

of AFFILIATED MORTGAGE CORPORATION
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of
Lycette, Diamond & Sylvester, Attorneys
4th Fl., Hoge Bldg.
Seattle, WA 98104
Attn: Simon Wampold

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1440

Page 379-385

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affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

August 4, 1978

BRUCE K. CHAPMAN
SECRETARY OF STATE

JUN 4 1978 JCS

COUNTY OF KING
STATE OF WASHINGTON

ARTICLES OF INCORPORATION OF
AFFILIATED MORTGAGE CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being over the age of 21 years (or being a corporation), and for the purpose of forming a corporation under the Washington Business Corporation Act, hereby certifies and adopts, in triplicate, the following Articles of Incorporation:

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A. To engage in mortgage loan servicing being generally the servicing of loans for lenders and which may include as required by agreement, among other things, the following activities: Monthly billing of loan payments, collection of monthly payments and allocation of the payments to principal and reserve, payment of the specified taxes, insurance and mortgage insurance premiums, reports to the lender, disbursements to the lender of principal and interest less negotiated fee or fees, costs and expenses, such other actions and activities as servicer may be required by agreement to undertake in order to protect the property and the mortgage or security interest therein including but not necessarily limited to inspections, initiation in event of default of foreclosure and other actions and proceedings.

B. To lend money either without any collateral security or on the security of real or personal property including but not limited to home and housing loans and home and housing improvement loans.

2. To engage in and carry on any lawful business or trade, and to hold, purchase or sell any real or personal property which in the judgment of the Board of Directors may be desirable, useful, advantageous or necessary, and permitted under the Washington Business Corporation Act.

3. In furtherance of and not in limitation of the general powers conferred under the laws of the state of Washington, and the

LYCETTE, DIAMOND & SYLVESTER

LAWYERS - HOGE BUILDING
SEATTLE 98104

(68)

purposes and objects as set forth above, it is expressly provided that this corporation shall also have the following powers:

a. To acquire by purchase or otherwise, and to own, hold, cancel, re-issue, sell, pledge or otherwise deal in the stock of this corporation, provided that the money or property of the corporation shall not be used for the purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation, and such money or property shall only be used to the extent of unreserved or unrestricted earned surplus available therefor and/or to the extent of unreserved or unrestricted capital surplus available therefor, without the affirmative vote of 2/3rds of the shareholders. The corporation shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.

b. To acquire by purchase or otherwise, and to own, hold, cancel, re-issue, sell, pledge and otherwise deal in bonds, debentures, notes and other assets and securities and debts and obligations of this corporation.

c. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated, directly or indirectly, to promote the welfare or interests of the corporation or enhance the value of or render profitable any of its property or rights.

d. To do any and all things in this article set forth, to the same extent that a natural person might or could do and in any part of the world, as principal, agent, contractor, trustee or otherwise, either alone or in association with others.

Provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation formed under the Washington Business Corporation Act or any amendment thereto or substitute therefor may not lawfully carry on or do.

ARTICLE III. Pre-emptive Rights.

Shareholders of this corporation shall not have Pre-emptive Rights to acquire additional shares offered for sale by this corporation.

ARTICLE IV. Registered Office - Registered Agent.

1. The address of the Registered Office of this corporation in this state shall be: c/o Thomas W. Healy
720 Central Building
Seattle, Washington 98104

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LYCETTE DIAMOND & SYLVESTER
LAWYERS - HOGUE BUILDING
SEATTLE 98104

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2. The name and address of the Registered Agent of this corporation in this state shall be:

Thomas W. Healy
720 Central Building
Seattle, Washington 98104

ARTICLE V. Capital Stock - Cumulative Voting.

The total number of shares of capital stock which may be issued by this corporation is 1,000 shares of non-par common stock without nominal or par value and without classification, preferences or restrictions. Each share of non-par capital stock shall be entitled to one vote and the holders of stock shall not be entitled to cumulative voting.

ARTICLE VI. Changes of Articles of Incorporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this restriction.

ARTICLE VII. Paid-In Capital.

The amount of Paid-in Capital with which this corporation will commence business is \$500.00.

ARTICLE VIII. Change of By-Laws - Distribution of Capital Surplus.

The Board of Directors is authorized to:

1. Adopt, alter, amend and repeal By-Laws for the corporation, subject to the power of the shareholders of the corporation to change or repeal such By-Laws.

2. Distribute to its shareholders out of capital surplus a portion of its assets, in cash or property.

ARTICLE IX. Transactions with Directors.

1. This corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and shareholders, and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or made known to the Board of Directors of the corporation.

A general disclosure, oral or in writing, that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient notice with respect to all contracts and transactions with that corporation, association, firm or entity.

2. Any contract, transaction or act of this corporation or of the directors or of any officers of the corporation, which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such

AFFILIATED MORTGAGE CORPORATION

The undersigned, being first duly sworn, on oath deposes and says:

Thomas Healy
Corporate Representative

Sue L. Alexander
Notary Public in and for the State
of Washington, residing at Seattle.

2-281051-9
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

of AFFILIATED MORTGAGE CORPORATION
a domestic corporation of Seattle, Washington,
(Changing name to AFFILIATED LEASING CORPORATION)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of S. Randall Johnson
Diamond & Sylvester
Fourth Floor, Hoge Bldg.
Seattle, WA 98104

Filing and recording fee \$ _____
License to June 30, 19 _____ \$ _____
Excess pages @ 25c \$ _____

In witness whereof I have signed and have af-
fixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

August 13, 1981

Microfilmed, Roll No. 1591

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FILED

AUG 13 1981

SECRETARY OF STATE
STATE OF WASHINGTON 4

AFFILIATED MORTGAGE CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to the provisions of the Washington State Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is AFFILIATED MORTGAGE CORPORATION.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation:

Article I of the Articles of Incorporation was amended to read as follows:

"ARTICLE I

CORPORATE NAME

"The existence of this corporation shall be perpetual, and its name shall be:

AFFILIATED LEASING CORPORATION."

THIRD: The date of the adoption of the Amendment by the shareholders was the 10th day of August, 1981.

FOURTH: The number of shares of the corporation outstanding at the time of such adoption was one thousand (1,000); and the number of shares entitled to vote thereon was one thousand (1,000). The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

The corporation has only one class of stock, non-par voting common stock, and this class of stock was the only one entitled to vote on this amendment.

FIFTH: The number of shares of such one class of stock which voted for such amendment was one thousand (1,000); and the number of shares of such one class of stock which voted against such amendment was none (0).

