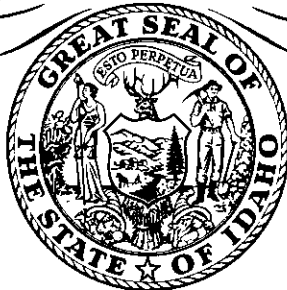


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

TRANSAMERICA FINANCIAL CORPORATION

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Sixteenth** day of **August**, 19 **63** a properly authenticated copy of its articles of incorporation, and on the **Sixteenth** day of **August**, 19**63**, a designation of **T. H. Eberle, W. D. Eberle or J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **16th** day of **August**, A.D. 19 **63**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, *Secretary of State of the State of California*, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,
this _____ JUN 19 1963



Frank M. Jordan
Secretary of State

By *Carter G. Stutler*
Assistant Secretary of State

ARTICLES OF INCORPORATION
OF
TRANSAMERICA FINANCIAL CORPORATION

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
JUN 19 1963
FRANK M. JORDAN, Secretary of State
By G. E. SWEENEY
Deputy

- FIRST: The name of this Corporation is:
TRANSAMERICA FINANCIAL CORPORATION
- SECOND: The purposes for which this Corporation is formed are:
- (a) Primarily to engage in the specific business of loaning or advancing money, either without security or upon the security of property of any kind or kinds, and to do anything and everything necessary or incidental thereto.
 - (b) Purchasing, acquiring, owning, holding, using, leasing, either as lessor or lessee, granting, selling, exchanging, mortgaging and encumbrancing, conveying in trust, maintaining, equipping, operating, managing, improving, and generally dealing, in any lawful manner, in any and all kinds of property, wheresoever the same may be situated.
 - (c) To acquire, by purchase or otherwise, the good will, business, property rights, franchises, and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association, or corporation; and to acquire any property or business as a going concern or otherwise:
 - (1) by purchasing the assets thereof wholly or in part, (2) by acquisition of the shares or any part thereof, or (3) in any

other lawful manner; and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this Corporation, or any other lawful manner; to hold, maintain, and operate, or in any manner dispose of the whole or any part of the good will, business, rights, and property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

- (d) To assume any obligation or obligations; to endorse, guarantee the payment of, and secure in any way, commercial paper or negotiable instruments used or needed in the course of the activities of this Corporation in effectuating any of the objects or purposes of this Corporation.
- (e) To issue bonds, notes, debentures, or other obligations of this Corporation from time to time for any of the objects or purposes of this Corporation and to secure the same by mortgage, deed of trust, pledge, or otherwise, or to issue the same unsecured.
- (f) To engage in any business, whether related or unrelated to those described herein in these Articles of Incorporation, which shall from time to time be authorized or approved by the Board of Directors of this Corporation.

(g) To engage in any one or more lawful transactions, either as principal, agent, joint adventurer or partner, or in any other legal capacity, which the Board of Directors of this Corporation may from time to time authorize or approve and which, in the opinion of the Board of Directors of this Corporation, is calculated to promote directly or indirectly the interests of this Corporation and the purposes for which it is formed, or to enhance the value of its property or business.

(h) To conduct the business of this Corporation in this state, in other states of the United States, in the District of Columbia, in the territories and possessions of the United States, and elsewhere throughout the world.

(i) To have and to exercise all the powers conferred by the laws of the State of California upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall not, except where otherwise expressed, be limited or restricted by any reference to or inference from the terms and provisions of any other clause, but shall be regarded as independent purposes and powers.

THIRD: The county in the State of California where the principal office for the transaction of the business of the Corporation is located is the County of Los Angeles.

FOURTH:

- (a) The number of directors of the Corporation shall be five.
- (b) The names and addresses of the persons who are appointed to act as the first directors of the Corporation are:

(1) W. F. Ackerman, 621 South Hope Street, Los Angeles
17, California.

(2) George A. Bigley, 621 South Hope Street, Los Angeles
17, California.

(3) M. L. Goeglein, 621 South Hope Street, Los Angeles
17, California.

(4) B. C. Reynolds, 621 South Hope Street, Los Angeles
17, California.

(5) Elliott Taylor, 621 South Hope Street, Los Angeles
17, California.

FIFTH: The total number of shares which the Corporation is authorized to issue is ten thousand shares. The aggregate par value of said shares is \$1,000,000.00, and the par value of each share is \$100.00. No distinction shall exist between the shares of the Corporation or the holders thereof.

IN WITNESS WHEREOF, the undersigned, constituting the
incorporators and first directors of this Corporation, have executed these
Articles of Incorporation on June 17, 1963.

W. F. ACKERMAN

GEORGE A. BIGLEY

M. L. GOEGLEIN

B. C. REYNOLDS

ELLIOTT TAYLOR

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 17th day of June, 1963, before me, Clarice J. Olderen,
a Notary Public in and for the said County and State, personally appeared
W. F. ACKERMAN, GEORGE A. BIGLEY, M. L. GOEGLEIN, B. C. REYNOLDS
AND ELLIOTT TAYLOR, known to me to be the persons whose names are
subscribed to the foregoing Articles of Incorporation, and acknowledged to
me that they executed the same.

WITNESS MY hand and official seal.

(Notarial
Seal)

CLARICE J. OLDEREN

Notary Public in and for
said County and State.

Clarice J. Olderen
My Commission expires June 26, 1963

CONSENT TO USE OF NAME

Transamerica Leasing Corporation ,
a corporation organized under the laws of the State of
California , hereby consents to the ~~organization~~
qualification of TRANSAMERICA FINANCIAL CORPORATION
in the State of Idaho .

IN WITNESS WHEREOF, the said

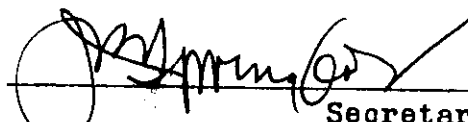
Transamerica Leasing Corporation
has caused this consent to be executed by its
president and attested under its corporate seal by its
secretary, this 1ST day of August
1963

TRANSAMERICA LEASING CORPORATION

By


President

Attest:


Secretary

(CORPORATE)
(SEAL)

CONSENT TO USE OF NAME

TRANSAMERICA CORPORATION, a corporation organized under the laws of the State of Oregon, hereby consents to the use in the State of Idaho of the name of TRANSAMERICA FINANCIAL CORPORATION by the Corporation having that name organized under the laws of the State of California.

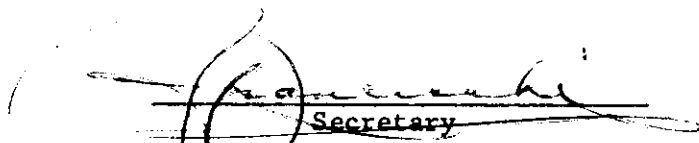
IN WITNESS WHEREOF, the said TRANSAMERICA CORPORATION has caused this consent to be executed by its Vice President and attested under its corporate seal by its Secretary this 14th day of June, 1963.

TRANSAMERICA CORPORATION

BY


Vice President

ATTEST:


Secretary