

# State of Idaho

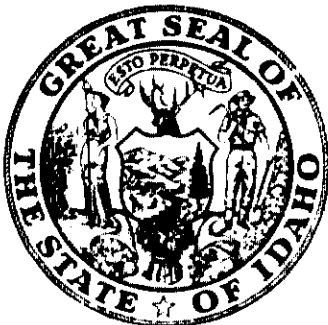
## Department of State

CERTIFICATE OF AUTHORITY  
OF  
CRESTPOINTE FINANCIAL CORP.  
File Number C 123435

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: March 30, 1998



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Alice Hardley*

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows: MAR 30 11 22 AM '98

1. The name of the corporation is Crestpointe Financial Corp. SECRETARY OF STATE
2. The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is December 10, 1996
5. The address of its principal office is 999 Northwest Grand Blvd., Oklahoma City, Oklahoma  
73118
6. The address to which correspondence should be addressed, if different from item 5, is \_\_\_\_\_
7. The street address of its registered office in Idaho is C T CORPORATION SYSTEM  
300 North 6th Street, Boise,  
ID 83702, and its registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The names and respective business addresses of its directors and officers are:

| Name                     | Office | Address |
|--------------------------|--------|---------|
| <u>See 1 in Addendum</u> | _____  | _____   |
| _____                    | _____  | _____   |
| _____                    | _____  | _____   |
| _____                    | _____  | _____   |
| _____                    | _____  | _____   |
| _____                    | _____  | _____   |
| _____                    | _____  | _____   |

Dated: March 18, 1998

Crestpointe Financial Corp.

(Corporation name)

By

James J. Egan, Jr.

Its President

(Specify capacity of signer)

Customer Acct #

(if using pre-paid account)

Secretary of State use only  
IDAHO SECRETARY OF STATE

**03/30/1998 09:00**  
CK: 132072631 CT: 4567 BH: 95755

1 @ 100.00 = 100.00 AUTH PRO

C 123435

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## Addendum

1. Name: See attached list of directors and officers  
Office:  
Address:

**CRESTPOINTE FINANCIAL CORP.**  
(a Delaware Corporation)

**OFFICERS**

| <b><u>NAME</u></b>  | <b><u>TITLE</u></b>                                    | <b><u>BUS. ADDRESS</u></b>  | <b><u>HOME</u></b>                           |
|---|--|---|--|
| James J. Egan, Jr.<br>SS#091-30-8982<br>Employment Date: 9/6/66   | President  | 650 CIT Drive<br>Livingston, NJ<br>DOB:12/2/39<br>(New York, NY)  | 1415 Lamington Rd.<br>Bedminster, NJ<br>7921 |
| Richard W. Bauerband<br>SS#010-42-3490<br>Employment Date: 6/5/89 | Executive<br>Vice Pres.                                | 650 CIT Drive<br>Livingston, NJ<br>DOB:9/29/50<br>(Elizabeth, NJ) | 30 Beech Avenue<br>Madison, NJ 07940         |
| Guy N. Veni<br>SS#123-38-7292<br>Employment Date:1/17/89          | Exec.<br>Vice-Pres                                     | 650 CIT Drive<br>Livingston, NJ<br>DOB:9/24/47<br>(Brooklyn, NY)  | 10 Sanford Rd.<br>Budd Lake, NJ 07828        |
| Christine Reilly<br>SS#122-46-8700<br>Employment Date:1/3/94      | Vice Pres.<br>Treasurer                                | 650 CIT Drive<br>Livingston, NJ<br>DOB: 9/7/53                    | 1 Deer Path<br>Berkeley Heights, NJ<br>7828  |
| Norman H. Rosen<br>SS# 058-30-8067<br>Employment Date: 12/30/74   | Senior<br>Vice Pres. &<br>General Counsel<br>Secretary | 650 CIT Drive<br>Livingston, NJ<br>DOB: 5/18/36                   | 64 Franklin St.<br>Englewood, NJ 07631       |

**DIRECTORS**

James J. Egan, Jr.  
Richard W. Bauerband  
Guy N. Veni  
Christine Reilly

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CRESTPOINTE FINANCIAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2692790 8300

981104512

AUTHENTICATION:

DATE:

8979323

03-19-98