

# State of Idaho

## Department of State.

### CERTIFICATE OF AUTHORITY OF

**NORWEST LEASING, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **NORWEST LEASING, INC.**

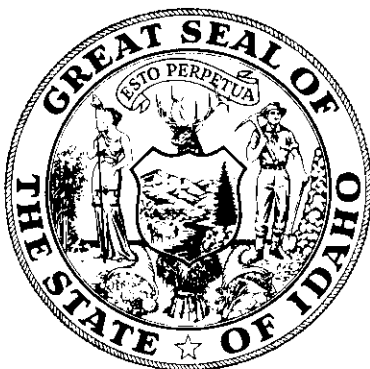
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **NORWEST LEASING, INC.**

to transact business in this State under the name **NORWEST LEASING, INC.**

\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated **August 29, 1983**



*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 Norwest Leasing, Inc.
2. \*The name which it shall use in Idaho is Norwest Leasing, Inc.
3. It is incorporated under the laws of Minnesota
4. The date of its incorporation is December 5, 1968 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 Suite 930, Cargill Building, 7th Street and Marquette Avenue, Minneapolis, Minnesota 55479
6. The address to which correspondence should be addressed, if different from that in item 5 \_\_\_\_\_
7. The street 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
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Equipment leasing and financing and general business purposes.

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

Name	Office	Address
*** S E E A T T A C H E D ***		

10. 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
25,000	Common	\$1.00

(continued on reverse)

11. 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
17,000	Common	\$1.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. 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 August 4, 1983

By [Signature] NORWEST LEASING, INC.

Daniel A. Leclerc Its President

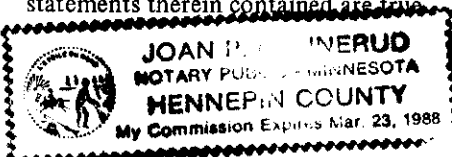
and

Mark J. LaCount Its Secretary

STATE OF MINNESOTA )  
COUNTY OF HENNEPIN ) ss:

I, JOAN P GRUNERUD, a notary public, do hereby certify that on this 4th day of AUGUST, 1983, personally appeared before me Daniel A. Leclerc, who being by me first duly sworn, declared that he is the President of Norwest Leasing, Inc.

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



[Signature]  
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.

The names of the directors and officers of NORWEST LEASING, INC.  
are as follows:

<u>Name:</u>	<u>Office:</u>
Walter C. Johnson	Chairman of the Board of Directors
Daniel A. Leclerc	President, Director
James F. Fetzner	Vice President - Credit
David R. Michael	Senior Vice President, Director
Mark J. LaCount	Secretary/Treasurer
Richard S. Levitt	Director
David Jarvis	Director
John H. Olson	Director
Richard D. Schneider	Director

The address of all officers and directors is:

Suite 930  
Cargill Building  
7th Street & Marquette Avenue  
Minneapolis, Minnesota 55479



**CERTIFICATE OF RIGHT OR CONSENT TO  
THE USE OF AN ASSUMED NAME OR CORPORATE NAME**

Desired Corporate or Assumed Name  
NORWEST LEASE FINANCE, INC.

My use of the above assumed name or corporate name has been denied by the Secretary of State because of the existence of the following name which has been deemed to be the same or deceptively similar:

Conflicting Name  
NORWEST LEASING, INC.

I certify that I have the right to the use of that assumed name or corporate name because I have: ("X" one)

<input checked="" type="checkbox"/>	Received the attached signed consent of all corporations, partnerships and single proprietorships operating under the same or deceptively similar name.
<input type="checkbox"/>	Received the attached certified copy of a final decree of a court of this state establishing my prior right to the use of this name.
<input type="checkbox"/>	Fulfilled the requirements of Minnesota Statutes 302A.115, Subd. 1 (d) (1): NOTE: In order to use this procedure, "X" the large box and all four smaller boxes.)
<input type="checkbox"/>	The corporation, partnership or single proprietorship has not filed any documents with the Office of the Secretary of State in the previous three year period;
<input type="checkbox"/>	My written notice sent to them by certified mail has been returned as undeliverable;
<input type="checkbox"/>	After diligent inquiry, I have been unable to find any telephone listing in the county of the registered office; and
<input type="checkbox"/>	I have no knowledge that they are currently engaged in business in this state.

I swear that the foregoing is true and accurate and that I have the authority to sign this document on behalf of the corporation or other person or unincorporated association requesting the use of the above mentioned name.

Signed: [Signature]

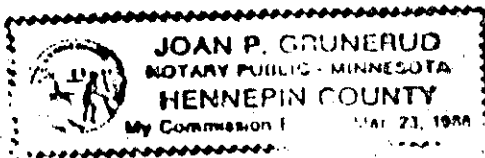
Position: PRESIDENT

STATE OF MINNESOTA

County of Hennepin ss

The foregoing instrument was acknowledged before me this 20th day May, 19 83

Notarial  
Seal



[Signature]  
(Notary Public)  
ATTEST  
JUN 1 1983  
OVER

**INSTRUCTIONS**

1. Complete one form for each conflicting name.
2. Type or print with dark black ink.
3. Filing Fee: ~~\$55.00~~ \$50.00
4. Make check for the filing fee payable to the Secretary of State.
5. Mail or bring completed form to:  
Secretary of State  
Corporation Division  
180 State Office Building  
St. Paul, MN 55155  
(612) 296 2803

**FOR USE BY SECRETARY OF STATE  
STATE OF MINNESOTA**

RECEIVED BY SECRETARY OF STATE  
I hereby certify that the foregoing instrument was filed for record in the office on the 2 day of June, A. D. 19 83, at 4:30 p.m. and was duly recorded in Book Q-59 of Incorporations, on page 216

[Signature]

D 5/ 513

FILED  
JUL 27 6 50 AM '33  
STATE

ARTICLES OF INCORPORATION  
OF  
WEATHERDALL LEASING CO.

The undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 300 of the Laws of Minnesota, 1933, known as the Minnesota Business Corporation Act, and laws amendatory thereof and supplementary thereto, does hereby establish a body corporate and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be  
WEATHERDALL LEASING CO.

ARTICLE II

This corporation shall have general business purposes.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The location and post-office address of the registered office of this corporation in the State of Minnesota shall be Northwestern Bank Building, Seventh Street and Marquette Avenue, Minneapolis, Minnesota 55402.

D-1/ 511

#### ARTICLE V

The total authorized number of shares of this corporation shall be 25,000, which shares are hereby designated shares of Common Stock and the par value of each share shall be \$1.00.

#### ARTICLE VI

The amount of stated capital with which this corporation shall begin business shall be one thousand dollars (\$1,000.00).

#### ARTICLE VII

The business of this corporation shall be managed by a Board of Directors, consisting of not less than three (3) nor more than eleven (11) directors. The name and post-office address of the first directors of this corporation are as follows:

<u>Name</u>	<u>Post-Office Address</u>
Gale R. Mallum	1260 Northwestern Bank Building Minneapolis, Minnesota 55402
David Stanley	1260 Northwestern Bank Building Minneapolis, Minnesota 55402
Hubert V. Fordler	1260 Northwestern Bank Building Minneapolis, Minnesota 55402

The term of office of said directors shall be for one year or until the first annual meeting of the shareholders of this corporation. Notwithstanding the termination of the term of office of said directors, they shall continue to hold office until their successors are elected and qualified.

D-17 515

#### ARTICLE VIII

The name and post-office address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Post-Office Address</u>
Gale R. Mallum	1260 Northwestern Bank Building Minneapolis, Minnesota 55402

#### ARTICLE IX

The Board of Directors shall have authority to make and alter the By-Laws of this corporation, subject to the power of the shareholders to change or repeal such By-Laws.

#### ARTICLE X

The Board of Directors shall have authority to accept or reject subscriptions for and to allot shares of this corporation.

#### ARTICLE XI

No shareholder of this corporation shall have any pre-emptive right to subscribe for, purchase or acquire any shares of any class of capital stock of this corporation, whether unissued or treasury shares or whether now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for such shares.

#### ARTICLE XII

No shareholder of this corporation shall have any right to cumulate votes of any shares of any class of capital stock of this corporation.



D: 31, 516

ARTICLE XIII

The holders of a majority of the Common Shares of this corporation then outstanding shall have the power to amend these Articles of Incorporation, to adopt an agreement of consolidation or merger, and to authorize the Board of Directors to sell, lease, exchange or otherwise dispose of all, or substantially all of the property and assets of this corporation, including its good will, upon such terms and conditions and for such consideration, which may be money, shares, bonds or other instruments for the payment of money or other property, as the Board of Directors deems expedient.

IN WITNESS WHEREOF, I have hereunto set my hand this

3rd day of December, 1968.

Gale R. Mallum  
Gale R. Mallum

STATE OF MINNESOTA }  
COUNTY OF HENNEPIN } ss.

On this 3rd day of December, 1968, personally appeared before me Gale R. Mallum, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he was a person of full age and that he executed the same for the uses and purposes therein expressed.

David M. Beadie

DAVID M. BEADIE  
Public Hennepin County, Minn.  
Expires Jan. 2, 1971

D 31, 517

STATE OF MINNESOTA  
DEPARTMENT OF STATE

I hereby certify that the within  
instrument was filed for record in this  
office on the 5 day of Dec.  
A. D. 1968, at 8 o'clock P. M.,  
and was duly recorded in Book D-4  
of Incorporations, on page 51-5

*Joseph L. Donovan*  
Secretary of State

APPROVED & FILED

RECORDED

INDEXED

FILED

V-56, 271

AMENDED ARTICLES OF INCORPORATION  
TO SUPERSEDE  
ORIGINAL ARTICLES OF INCORPORATION  
OF  
WEATHERBALL LEASING CO.

The undersigned, being the sole incorporator of WEATHERBALL LEASING CO., a corporation organized under and subject to the provisions of the Minnesota Business Corporation Act, does hereby, pursuant to Section 301.37 Subd. 2 of such Minnesota Business Corporation Act, and prior to the allotment of any shares, adopt the following Amended Articles of Incorporation to supersede the original Articles of Incorporation of said corporation:

ARTICLE I

The name of this corporation shall be  
LEASE NORTHWEST, INC.

ARTICLE II

This corporation shall have general business purposes.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The location and post-office address of the registered office of this corporation in the State of Minnesota shall be

V-36, 275

Northwestern Bank Building, Seventh Street and Marquette Avenue,  
Minneapolis, Minnesota, 55402.

#### ARTICLE V

The total authorized number of shares of this corporation shall be 25,000, which shares are hereby designated shares of Common Stock and the par value of each share shall be \$1.00.

#### ARTICLE VI

The amount of stated capital with which this corporation shall begin business shall be one thousand dollars (\$1,000.00).

#### ARTICLE VII

The business of this corporation shall be managed by a Board of Directors, consisting of not less than three (3) nor more than eleven (11) directors. The names and post-office addresses of the first directors of this corporation are as follows:

<u>Name</u>	<u>Post-Office Address</u>
John A. Moorhead	Northwestern Bank Building Minneapolis, Minnesota 55402
Philip B. Harris	Northwestern Bank Building Minneapolis, Minnesota 55402
Raymond Clausen	Northwestern Bank Building Minneapolis, Minnesota 55402
Thomas R. Purcell	Northwestern Bank Building Minneapolis, Minnesota 55402
Walter C. Johnson	Northwestern Bank Building Minneapolis, Minnesota 55402

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The term of office of said directors shall be for one year or until the first annual meeting of the shareholders of this corporation. Notwithstanding the termination of the term of office of said directors, they shall continue to hold office until their successors are elected and qualified.

#### ARTICLE VIII

The name and post-office address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Post-Office Address</u>
Gale R. Mollum	1300 Northwestern Bank Building Minneapolis, Minnesota 55402

#### ARTICLE IX

The Board of Directors shall have authority:

- (a) To accept or reject subscriptions for and to allot shares of the corporation;
- (b) To grant rights to convert any of the securities of the corporation, including shares of any class, into shares of the corporation of any class;
- (c) To grant options to purchase or subscribe for shares of the corporation, and to issue share purchase or subscription warrants or other evidences of such option rights;
- (d) To fix the terms, provisions and conditions of rights or options granted as provided in paragraphs

V-56, 277

(b) and (c) above, including the conversion basis or bases and the option price or prices at which shares may be purchased or subscribed for; and

(d) To make and alter the By-Laws of the corporation subject to the power of the shareholders to change or repeal such By-Laws.

#### ARTICLE X

No shareholder of this corporation shall have any preemptive right to subscribe for, purchase or acquire any shares of any class of capital stock of this corporation, whether unissued or treasury shares or whether now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for such shares.

#### ARTICLE XI

No shareholder of this corporation shall have any right to cumulate votes of any shares of any class of capital stock of this corporation.

#### ARTICLE XII

The holders of a majority of the Common Shares of this corporation then outstanding shall have the power to amend these Articles of Incorporation, to adopt an agreement of consolidation or merger, and to authorize the Board of Directors to sell, lease, exchange or otherwise dispose of all, or substantially all of the property and assets of this corporation, including its good will, upon such terms and

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conditions and for such consideration, which may be money, shares, bonds or other instruments for the payment of money or other property, as the Board of Directors deems expedient.

#### ARTICLE XIII

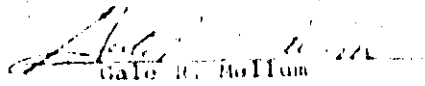
The corporation shall have all of the powers granted or available under the laws of the State of Minnesota and laws amendatory and supplementary thereto, including but not limited to the following specific powers:

(a) to enter into one or more partnership agreements or one or more joint venture agreements with any other person, firm or corporation;

(b) to become surety for or guarantee the carrying out and performance of any contract, lease or obligation of any kind of any person, firm or corporation in connection with the carrying on of any business which in the judgment of the Board of Directors of this corporation will be of benefit to this corporation; and

(c) to acquire, hold, pledge, mortgage, hypothecate, sell, or otherwise dispose of the shares, bonds, securities and other evidences of indebtedness of any person or of any domestic or foreign corporation, including those of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this  
5 day of August, 1971.

  
Gale R. Hoffman

STATE OF MINNESOTA)  
COUNTY OF HENNEPIN)

V. 186, 279

On this 21 day of August, 1971, personally appeared before me Dale R. Nelson, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he was a person of full age and that he executed the same for the uses and purposes therein expressed.

*Dale R. Nelson*

DALE J. NEVISON  
County Clerk, Hennepin County, Minn.  
My Commission Expires Dec. 7, 1976

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within  
instrument was filed for record in this  
office on the 21 day of August,  
A. D. 1971, at \_\_\_\_\_ M.,  
and was duly recorded in book V-36,  
of Incorporations, on page 279.  
*Arlen D. Eulahl*  
Secretary of State

APPROPRIATE  
INDEXED  
FILED  
SERIALIZED  
7





H-59  
/

238

16-431

CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION OF  
LEASE NORTHWEST, INC.

We, the undersigned, Daniel A. Leclerc and James A. Halls, respectively the President and Secretary of Lease Northwest, Inc., a Minnesota corporation, do hereby certify that the following resolutions as hereinafter set forth were adopted pursuant to Section 301.26(11) of the Minnesota Business Corporation Act by written authorization of all of the shareholders entitled to notice of a meeting for the purpose of amending the Articles of Incorporation of said corporation, dated March 30<sup>th</sup>, 1983:

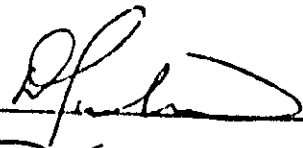
RESOLVED, that Article I of the Articles of Incorporation of Lease Northwest, Inc., a Minnesota corporation, be and hereby is amended to read in its entirety as follows:

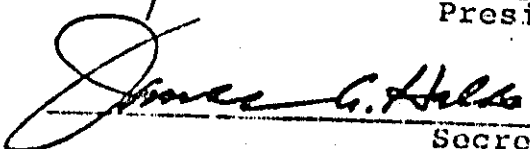
"ARTICLE I

The name of this corporation shall be  
Norwest Leasing, Inc."

RESOLVED FURTHER, that the President and the Secretary of this corporation be and they hereby are authorized and directed to execute and acknowledge, under the corporate seal of the corporation, a certificate embracing the foregoing resolution and to cause such certificate to be filed in the manner required by the laws of the State of Minnesota.

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of this corporation to be affixed this 30<sup>th</sup> day of March, 1983.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

(CORPORATE SEAL)

602512

STATE OF MINNESOTA )  
COUNTY OF HENNEPIN ) ss.

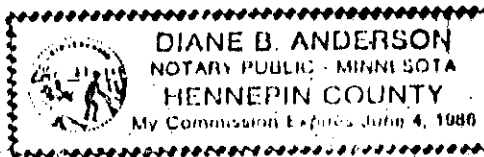
Daniel A. Leclerc and James A. Halls, both first duly sworn, on oath depose and say that they are respectively the President and Secretary of Lease Northwest, Inc., the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders; that the seal affixed is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

D. A. Leclerc  
President

James A. Halls  
Secretary

Subscribed and sworn to  
before me this 3rd day  
of March, 1983.

Diane B. Anderson



STATE OF MINNESOTA

DEPARTMENT OF REVENUE

I hereby certify that

the foregoing was filed for record in

the office of the 12 day of March

A. D. 1983 at 230

and was duly recorded in

of Incorporation, on page 238

James A. Halls  
Secretary

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CONSENT TO THE USE OF AN ASSUMED NAME OR CORPORATE NAME

(Assumed Name or Corporate Name) NORWEST LEASING, INC.

☒ corporation, ☐ partnership, ☐ limited partnership, ☐ sole proprietorship,  
☐ natural person residing in \_\_\_\_\_ county ☐ other \_\_\_\_\_

hereby consents to the use of the name NORWEST LEASE FINANCE, INC.  
(insert desired name)

by NW FINANCIAL SERVICES, INC.

located at: (street address) 930 CARGILL BLDG, 7TH & MARQUETTE, (county) HENNEPIN

(city, state, zip) MINNEAPOLIS, MN 55479, ☒ unconditionally

☐ with the following conditions: \_\_\_\_\_

I swear that the foregoing is true and accurate and that I have the authority to consent to the use of this name on behalf of NORWEST LEASING, INC.

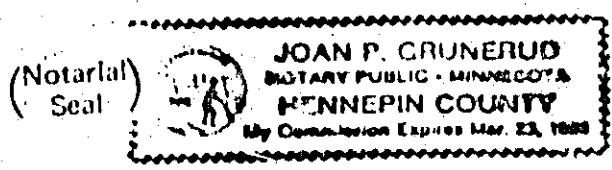
Signed: Mark J. Pount  
Position: TREASURER

STATE OF MINNESOTA

County of Hennepin ss

The foregoing instrument was acknowledged before me this 26th day of May

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Joan P. Grunerud  
(Notary Public)

NOTE: Conditions must be privately enforced.