

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF HOME OWNERS FUNDING CORP. OF AMERICA

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HOME OWNERS FUNDING CORP. OF AMERICA _____ 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 HOME OWNERS FUNDING CORP. OF AMERICA _____ to transact business in this State under the name HOME OWNERS FUNDING CORP. OF AMERICA _____ and attach hereto a duplicate original of the Application for such Certificate.

Dated October 7, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Matthews

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

OCT 7 2 24 PM '84

To the Secretary of State of Idaho

SECRETARY OF STATE

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 Home Owners Funding Corp. of America

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Massachusetts

4. The date of its incorporation is October 10, 1984 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

Three Burlington Woods, Burlington, Massachusetts 01803

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 c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street Boise, Idaho 83702, and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
see attached statement

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

Name	Office	Address
<u>Martin H. Heck</u>	<u>President, Treasurer, Clerk and Director</u>	<u>42 Chanticleer Road Sudbury, MA 01776</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

STATEMENT OF BUSINESS PURPOSE

To engage in any or all of the activities, now or hereafter permitted to service corporations under the rules and regulations governing Federal Associations, including, without limitation, Regulation Section 545.74 (c), and such other activities reasonably related to the activities of Federal savings and loan associations as the Federal Home Loan Bank Board may approve upon application therefore by such service corporation or otherwise. Without limiting the generality of the foregoing, the corporation may engage in the business of lending funds and may do everything necessary, convenient or useful in furtherance of such business.



OCT 7 2 24 PM '87

The Commonwealth of Massachusetts
Office of the Secretary of State
Michael J. Connolly, Secretary

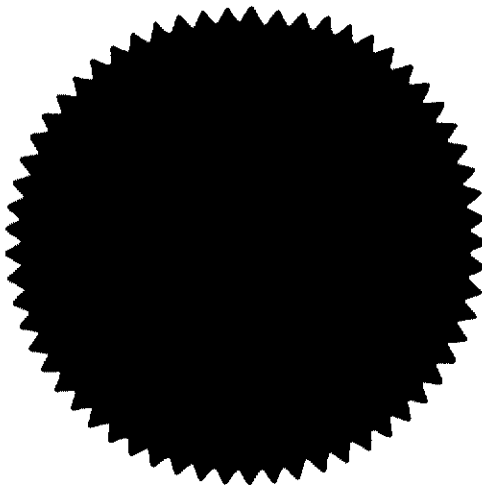
October 10, 1984

TO WHOM IT MAY CONCERN:

I hereby certify that

Home Owners Funding Corp. of America
appears by the records of this office to have been incorporated
under the General Laws of this Commonwealth on October 10, 1984.

I further certify that so far as appears of record here, said
corporation still has legal existence.



IN TESTIMONY of which, I have hereunto
affixed the Great Seal of
the Commonwealth on the
date first above written.

Michael J. Connolly
Secretary of State

jbm