

State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Agreement of Merger of the "FARM EQUIPMENT ACCEPTANCE CORPORATION", a corporation organized and existing under the laws of the State of Illinois, and the "U.S.A. ACCEPTANCE COMPANY", a corporation organized and existing under the laws of the State of Tennessee, with and into the "A.I.C. FINANCIAL CORPORATION", a corporation organized and existing under the laws of the State of Delaware, under the name of "A.I.C. FINANCIAL CORPORATION", as received and filed in this office the sixteenth day of November, A.D. 1965, at 10 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-fourth day
of November in the year of our Lord
one thousand nine hundred and sixty-five.

Elisha C. Dukes

Secretary of State

J. F. ...

Ass't Secretary of State

AGREEMENT OF MERGER

Between

A.I.C. FINANCIAL CORPORATION
(A Delaware Corporation)

and

FARM EQUIPMENT ACCEPTANCE CORPORATION
(An Illinois Corporation)

and

U.S.A. ACCEPTANCE COMPANY
(A Tennessee Corporation)

November 8, 1965

AGREEMENT OF MERGER, dated this 8th day of November, 1965, in accordance with Section 252 and other applicable provisions of the General Corporation Law of the State of Delaware, Section 69a and other applicable provisions of the Business Corporation Act of the State of Illinois, and Section 48-521 and other applicable provisions of the General Corporation Law of the State of Tennessee, between A.I.C. FINANCIAL CORPORATION, a Delaware corporation, FARM EQUIPMENT ACCEPTANCE CORPORATION, an Illinois corporation, and U.S.A. ACCEPTANCE COMPANY, a Tennessee corporation.

WITNESSETH that:

WHEREAS, the respective Boards of Directors of the constituent corporations deem it advisable that the corporations merge into a single corporation as herein-after specified; and

WHEREAS, said A.I.C. FINANCIAL CORPORATION (originally named Public Finance Corporation of Columbus, Ga. #2) filed its original certificate of incorporation in the office of the Secretary of State on March 27, 1961, and recorded the said certificate in the office of the Recorder of Deeds for the County of New Castle on March 27, 1961; and

WHEREAS, an Agreement of Merger between A.I.C. FINANCIAL CORPORATION and two other corporations, which agreement was filed in the office of the Secretary of State on February 11, 1963 and recorded in the office of the Recorder of Deeds for the County of New Castle on February 11, 1963, increased the capital stock of A.I.C. FINANCIAL CORPORATION so that the corporation presently has an authorized capital stock consisting of 150 shares of common stock without nominal or par value, of which all 150 shares of such common stock are now issued and outstanding; and

WHEREAS, said FARM EQUIPMENT ACCEPTANCE CORPORATION (originally named #45 Public Finance Corporation) by its articles of incorporation, which were filed in the office of the Secretary of State of Illinois on August 30, 1962 and recorded in the office of the Recorder of Deeds for the County of Sangamon on September 6, 1962, has an authorized capital stock consisting of 50 shares of common stock without par value, of which capital stock 50 shares are now issued and outstanding; and

WHEREAS, said U.S.A. ACCEPTANCE COMPANY (originally named Public Finance Corporation of Memphis #2) by its articles of incorporation which were filed in the office of the Secretary of State of Tennessee on October 22, 1963 and recorded in the office of the Register of Deeds of Knox County on October 29, 1963, has an authorized capital stock consisting of 100 shares of common stock of the par value of \$100 per share amounting in the aggregate to \$10,000, of which capital stock 100 shares are now issued and outstanding; and

WHEREAS, the principal office of said A.I.C. FINANCIAL CORPORATION in the State of Delaware is located at 100 W. Tenth Street in the City of Wilmington, County of New Castle, and the name and address of its resident agent is The Corporation Trust Company, 100 W. Tenth Street, Wilmington 99, Delaware; the principal office of said FARM EQUIPMENT ACCEPTANCE CORPORATION in the State of Illinois is located at the First National Bank Building in the City of Springfield, County of Sangamon, State of Illinois, and the name and address of its resident agent is Clayton J. Barber, First National Bank Building, Springfield, Illinois; and the principal office of said U.S.A. ACCEPTANCE COMPANY is located at 1412 Hamilton National Bank Building in the City of Knoxville, County of Knox, State of Tennessee,

and the name and address of its resident agent is The Corporation Company, 1412 Hamilton National Bank Building, Knoxville, Tennessee:

NOW, THEREFORE, the corporations, parties to this agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: A.I.C. FINANCIAL CORPORATION hereby merges into itself FARM EQUIPMENT ACCEPTANCE CORPORATION and U.S.A. ACCEPTANCE COMPANY, and likewise said FARM EQUIPMENT ACCEPTANCE CORPORATION and U.S.A. ACCEPTANCE COMPANY shall be and hereby are merged into A.I.C. FINANCIAL CORPORATION, which shall be the surviving corporation.

SECOND: The facts required to be set forth in a certificate of incorporation of a corporation incorporated under the laws of the State of Delaware, which can be stated in the case of the merger provided for in this agreement, are as follows:

1. The name of the corporation is:
A.I.C. FINANCIAL CORPORATION.
2. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.
3. The nature of the business or objects or purposes to be transacted, promoted or carried on are:

To, buy, sell, own, lease and encumber all kinds and classes of property; to borrow money and pay interest thereon; to lend money with or without security; to qualify and make small loans under the Small Loan Laws, or other applicable lending laws, of any state, territory or subdivision of the United States; to buy, sell, and otherwise deal in and assign, pledge, lend money upon, borrow money upon or discount contracts, installment sales contracts, conditional sales contracts, promissory notes, accounts, invoices, warehouse receipts, bills of lading, including evidences of security therefore; to act as insurance agent or broker when and where such is permitted by law; to sell, assign and pledge shares of capital stock of other corporations and exercise all rights and privileges of ownership thereof; to purchase and deal in its own capital stock; to carry on any lawful business necessary to promote the interest of the corporation and maintain branch offices within or without the State of Delaware.

The enumeration herein of specific powers shall not constitute a limitation as to the exercise of general corporate powers conferred by law.

4. The total number of shares of stock which the corporation shall have authority to issue is One Hundred Fifty (150), all of such shares shall be without par value.

5. The corporation is to have perpetual existence.
6. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.
7. In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve, or reserves, for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee, or committees, shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation, or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

8. Whenever a compromise or arrangement is proposed between this corporation and its creditors, or any class of them, and/or between this corporation and its stockholders, or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation, or of any creditor or stockholder thereof, or on the application of any receiver, or receivers, appointed for this corporation under the provisions of Section 291, Title 8, of the Delaware Code, or on the application of trustees in dissolution or of

any receiver, or receivers, appointed for this corporation under the provisions of Section 279, Title 8, of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. Meetings of stockholders may be held outside the State of Delaware if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware, at such place, or places, as may be designated from time to time by the Board of Directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.
10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THIRD: There being but one stockholder, said stockholder owning all the outstanding shares of both merged corporations and the surviving corporation, the manner and basis of disposing of the shares of the two merged corporations shall be as follows:

- (a) The 150 shares of stock of A.I.C. FINANCIAL CORPORATION, the surviving corporation, now authorized and outstanding shall, after the merger continue to be the total authorized and outstanding shares of stock of the surviving corporation.
- (b) The 50 shares of stock of FARM EQUIPMENT ACCEPTANCE CORPORATION, one of the merged corporations, shall be surrendered to the surviving corporation and thereupon retired and cancelled.
- (c) The 100 shares of stock of U.S.A. ACCEPTANCE COMPANY, one of the merged corporations, shall be surrendered to the surviving corporation and thereupon retired and cancelled.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The by-laws of the surviving corporation as they shall exist on the effective date

of this agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) This agreement when approved by the vote of the stockholders of the various merging corporations shall be subscribed, executed and acknowledged by the appropriate officers of the merging corporations in the manner and form required by law.
- (d) This agreement shall then be filed with the appropriate public officer in the states wherein the merging corporations were organized and such merger then shall become effective.
- (e) The amount of capital stock and paid-in surplus shown on the books of the surviving corporation on the day before the merger shall continue to be the capital stock and paid-in surplus of the surviving corporation after the merger. The capital stock and paid-in surplus of the two merged corporations shall be returned to the stockholder in return for the surrendering of the stock of the merged corporations as described in THIRD (b) and (c) above.
- (f) Upon the merger becoming effective, all the property, rights, privileges, franchises, licenses, registrations, and other assets of every kind and description of the merged corporations, except the capital stock and paid-in surplus which is to be returned to the stockholder as described in (e) above, shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporations respectively. The merged corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the

FARM EQUIPMENT ACCEPTANCE CORPORATION SEAL

FARM EQUIPMENT ACCEPTANCE CORPORATION

By /s/ L. M. Curtiss

/s/ D. L. Barnes, Jr.

A majority of the Board of Directors

ATTEST:

/s/ E. R. Tweedie

Assistant Secretary

U.S.A. ACCEPTANCE COMPANY SEAL

U.S.A. ACCEPTANCE COMPANY

By /s/ L. M. Curtiss

/s/ D. L. Barnes, Jr.

A majority of the Board of Directors

ATTEST:

/s/ E. R. Tweedie

Assistant Secretary

I, E. R. Tweedie, Assistant Secretary of A.I.C. FINANCIAL CORPORATION, a corporation organized under the laws of the State of Delaware, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the agreement of merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of FARM EQUIPMENT ACCEPTANCE CORPORATION, a corporation of the State of Illinois, and a majority of the directors of U.S.A. ACCEPTANCE COMPANY, a corporation of the State of Tennessee, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding 150 shares of the capital stock of the corporation, the said 150 shares being all of the shares issued and outstanding, which agreement of merger was thereby adopted as the act of the stockholders of said A.I.C. FINANCIAL CORPORATION and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said A.I.C. FINANCIAL CORPORATION on this 8th day of November, 1965.

A.I.C. FINANCIAL CORPORATION SEAL

/s/ E. R. Tweedie

Assistant Secretary

I, E. R. Tweedie, Assistant Secretary of FARM EQUIPMENT ACCEPTANCE CORPORATION, a corporation organized and existing under the laws of the State of Illinois, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the agreement of merger to which this certificate is attached, after having been first duly signed by a majority of the directors thereof and having been signed by a majority of the directors of A.I.C. FINANCIAL CORPORATION, a corporation of the State of Delaware, and a majority of the directors of U.S.A. ACCEPTANCE COMPANY, a corporation of the State of Tennessee, was duly adopted pursuant to Section 147 of the Illinois Business Corporation Act, by the unanimous written consent of the stockholders holding 50 shares of the capital stock of the corporation, the said 50 shares being all of the shares issued and outstanding, which agreement of merger was thereby adopted as the act of the stockholders of

said FARM EQUIPMENT ACCEPTANCE CORPORATION and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said FARM EQUIPMENT ACCEPTANCE CORPORATION on this 8th day of November, 1965.

FARM EQUIPMENT ACCEPTANCE CORPORATION SEAL

/s/ E. R. Tweedie
Assistant Secretary

I, E. R. Tweedie, Assistant Secretary of U.S.A. ACCEPTANCE COMPANY, a corporation organized and existing under the laws of the State of Tennessee, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the agreement of merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed by a majority of the directors of A.I.C. FINANCIAL CORPORATION, a corporation of the State of Delaware, and a majority of the directors of FARM EQUIPMENT ACCEPTANCE CORPORATION, a corporation of the State of Illinois, was duly submitted to the stockholders of said U.S.A. ACCEPTANCE COMPANY at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, pursuant to the Tennessee General Corporation Law, for the purposes of considering and taking action upon said agreement of merger, that 100 shares of stock of said corporation were, on the date of the meeting, issued and outstanding and that the holders of the said 100 shares voted in favor of said agreement of merger, and that thereby the agreement of merger was at said meeting duly adopted as the act of the stockholders of said U.S.A. ACCEPTANCE COMPANY and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said U.S.A. ACCEPTANCE COMPANY on this 8th day of November, 1965.

U.S.A. ACCEPTANCE COMPANY SEAL

/s/ E. R. Tweedie
Assistant Secretary

THE ABOVE AGREEMENT OF MERGER, having been executed by a majority of the Board of Directors of each corporate party thereto, and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, The Business Corporation Act of the State of Illinois and the General Corporation Law of the State of Tennessee, and that fact having been certified on said agreement of merger by the Assistant Secretary of each corporate party thereto, the President or Vice President and Assistant Secretary of each corporate party thereto do now hereby execute the said agreement of merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 8th day of November, 1965.

A.I.C. FINANCIAL CORPORATION SEAL

A.I.C. FINANCIAL CORPORATION
By /s/ D. L. Barnes, Jr.
Vice President

/s/ E. R. Tweedie
Assistant Secretary

ATTEST:

/s/ E. R. Tweedie
Assistant Secretary

STATE OF MISSOURI)
) SS:
COUNTY OF ST. LOUIS)

BE IT REMEMBERED that on this 8th day of November, 1965, personally came before me, Louise Morganstern, a Notary Public in and for the County and State aforesaid, D. L. Barnes, Jr., Vice President of FARM EQUIPMENT ACCEPTANCE CORPORATION, a corporation of the State of Illinois and one of the corporations described in and which executed the foregoing agreement of merger, known to me personally to be such, and he, the said D. L. Barnes, Jr., as such Vice President duly executed said agreement of merger before me and acknowledged said agreement of merger to be the act, deed and agreement of said FARM EQUIPMENT ACCEPTANCE CORPORATION, that the signatures of the said Vice President and the Assistant Secretary of said corporation to said foregoing agreement of merger are in the handwriting of the said Vice President and Assistant Secretary of said FARM EQUIPMENT ACCEPTANCE CORPORATION and that the seal affixed to said agreement of merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

LOUISE MORGANSTERN
NOTARY PUBLIC
ST. LOUIS COUNTY, MO.

/s/ Louise Morganstern
Notary Public

(Notarial Seal)

My commission expires September 3, 1967

STATE OF MISSOURI)
) SS:
COUNTY OF ST. LOUIS)

Personally appeared before me, Louise Morganstern, a Notary Public in and for the State and County aforesaid, D. L. Barnes, Jr. and E. R. Tweedie, the persons who executed the foregoing agreement, with whom I am personally acquainted, who made oath before me in due form of law that D. L. Barnes, Jr. is the President and E. R. Tweedie is the Assistant Secretary of U.S.A. ACCEPTANCE COMPANY named in the foregoing agreement and that said agreement was the act, deed and agreement of said U.S.A. ACCEPTANCE COMPANY, and each of them acknowledged that they, as President and Assistant Secretary of said corporation, executed the foregoing agreement for the purposes therein expressed.

WITNESS my hand and official seal at Clayton, St. Louis County, Missouri, this 8th day of November, 1965.

LOUISE MORGANSTERN
NOTARY PUBLIC
ST. LOUIS COUNTY, MO.

/s/ Louise Morganstern
Notary Public

(Notarial Seal)

My commission expires September 3, 1967