

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

ASSOCIATES NATIONAL MORTGAGE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ASSOCIATES NATIONAL MORTGAGE CORPORATION 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 ASSOCIATES NATIONAL MORTGAGE CORPORATION to transact business in this State under the name ASSOCIATES NATIONAL MORTGAGE CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 30, 1984**



Pete T. Cenarrusa
SECRETARY OF STATE

Shirley J. Clark
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 Associates National Mortgage Corporation
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is November 9, 1981 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 100 West Tenth Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5 250 Carpenter Freeway, Irving, Texas 75062
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:
Mortgage brokerage and mortgage banking

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

Name	Office	Address
SEE ATTACHED RIDER		

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
<u>1,000</u>	<u>Common</u>	<u>\$100.00</u>

(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
<u>250</u>	<u>Common</u>	<u>\$100.00</u>

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 April 23, 19 84

Associates National Mortgage Corporation

By David C. Nichols
David C. Nichols
Its Vice President
and Rocco N. Nanni
Rocco N. Nanni
Its Assistant Secretary

STATE OF Texas)
COUNTY OF Dallas) ss:

I, Tamela L. Allen, a notary public, do hereby certify that on
this 23rd day of April, 19 84, personally appeared before
me David C. Nichols, who being by me first duly sworn, declared that he
Senior
is the Vice President of Associates National Mortgage Corporation

Associates National Mortgage Corporation,
Senior
that he signed the foregoing document as Vice President of the corporation and that the
statements therein contained are true.

Tamela L. Allen
Tamela L. Allen 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.

DIRECTORS

NAME

RESIDENCE ADDRESS

James J. Hoiby

4359 Shady Bend
Dallas, Texas 75234

Ronald J. Krause

4017 Wingren
Irving, Texas 75062

Buddy Lee Terrell

4567 O'Connor Road #2307
Irving, Texas 75062

ASSOCIATES NATIONAL MORTGAGE CORPORATION
(DELAWARE)

OFFICERS

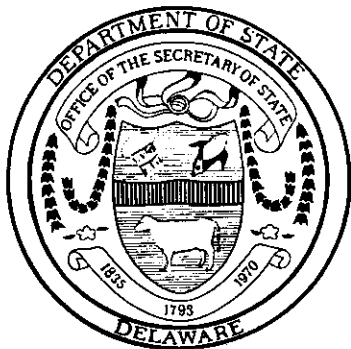
<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>
Buddy Lee Terrell	President	4567 O'Connor Road #2307 Irving, Texas 75062
John F. Hughes	Senior Vice President and Treasurer	6628 Clearhaven Circle Dallas, Texas 75248
F. Norton Wells, Jr.	Senior Vice President and Controller	4431 Black Otter Dallas, Texas 75252
David C. Nichols	Senior Vice President	1621 Reunion Circle Carrollton, Texas
Allen G. Temple	Senior Vice President	5157 Goodwin Street Dallas, Texas 75206
John T. Egeland	Vice President and Assistant Treasurer	2146 Lakecrest Grapevine, Texas 76051
Esther A. Lord	Vice President and Assistant Treasurer	3053 Airhaven Dallas, Texas 75229
Raymond M. Nowak	Vice President and Assistant Treasurer	4 Loeser Drive Nanuet, New York 10954
Rudolph J. Sanson, Jr.	Vice President and Assistant Secretary	40 Brook Terrace Wayne, New Jersey 07470
Thomas S. Landis	Secretary	1911 McCartney Court Arlington, Texas 76012
Anthony N. Briganti	Assistant Vice President and Assistant Secretary	33 Tanglewood Court Ridgefield, Connecticut 06611
Julius P. Cardosi	Assistant Vice President and Assistant Secretary	55 Cranbury Drive Trumbull, Connecticut 06611
Paul A. Swan	Assistant Vice President and Assistant Secretary	412 Barrach Hill Road Ridgefield, Connecticut 06877
Warren D. Koch	Assistant Vice President and Assistant Treasurer	2814 Leisure Lane Carrollton, Texas 75006
Terrell L. Potts	Assistant Vice President and Assistant Treasurer	7230 Marquett Dallas, Texas 75225
Rocco N. Nanni	Assistant Secretary	1911 Cleburn Drive Arlington, Texas 76012



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on November 9, 1981.




Glenn C. Kenton, Secretary of State

BY: 

DATE: April 23, 1984

CERTIFICATE OF INCORPORATION
OF
ASSOCIATES FIRST CAPITAL MORTGAGE CORPORATION

FIRST. The name of the corporation is Associates First Capital Mortgage Corporation.

SECOND. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Hundred Dollars (\$100.00) amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).

FIFTH. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
William G. Dolan	1015 Loch Lomond Drive Arlington, Texas 76012
Thomas S. Landis	1911 McCartney Court Arlington, Texas 76012
Rocco N. Nanni	1911 Cleburn Drive Arlington, Texas 76012

SIXTH. 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.

SEVENTH. Meetings of stockholders and of the Board of Directors may be held within or without the State of Delaware as the by-laws may 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 written ballot unless the by-laws of the corporation shall so provide.

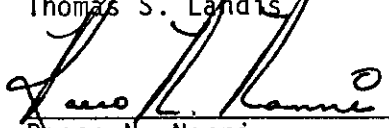
WE, THE UNDERSIGNED, being each of the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 4th day of November, 1981.



William G. Dolan



Thomas S. Landis



Rocco N. Nanni



State of DELAWARE

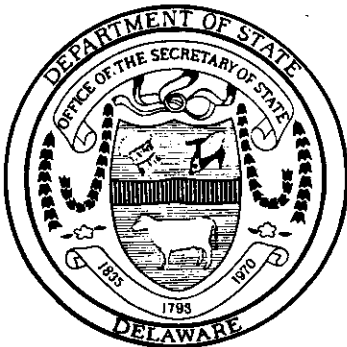


Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of

Certificate of Amendment

filed in this office on April 9, 1984.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. T. Tol*

DATE: April 23, 1984

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * * *

Associates First Capital Mortgage Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

WHEREAS, this Board of Directors declares it advisable and in the best interests of this Corporation to change its name to Associates National Mortgage Corporation,

NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of Associates First Capital Mortgage Corporation be amended by changing Article "FIRST" thereof so that, as amended, said Article shall be and read as follows:

"FIRST. The name of the corporation is Associates National Mortgage Corporation."


SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to the said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said Associates First Capital Mortgage Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by B. L. Terrell, its President, and attested by Rocco N. Nanni, its Assistant Secretary, this 2nd day of April, 1984.

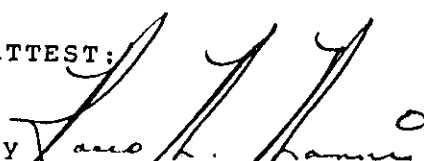
ASSOCIATES FIRST CAPITAL
MORTGAGE CORPORATION

By


B. L. Terrell, President

ATTEST:

By


Rocco N. Nanni,

Assistant Secretary