

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

CHRYSLER LEASING CORPORATION

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-eighth** day of **May** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-eighth** day of **May** 1964, a designation of **W. C. Roden or T. H. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **28th** day of **May**, A.D. 19 **64**.

Secretary of State.

State of Delaware



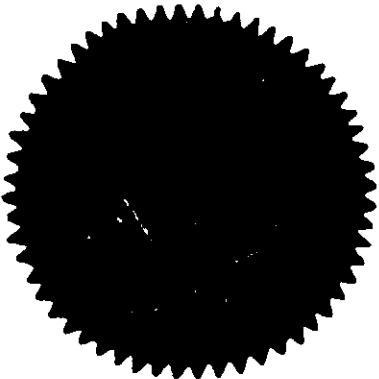
Office of Secretary of State

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing pages numbered from
1 to 15, both numbers inclusive, is a true and correct copy of
Certificate of Incorporation of the "CHRYSLER LEASING CORPORATION",
as received and filed in this office the thirteenth day of September,
A.D. 1962, at 12 o'clock Noon;

And I do hereby further certify that the above and foregoing
pages numbered from 1 to 2, both numbers inclusive, is a true and
correct copy of Certificate of Amendment Before Payment of Capital
of the "CHRYSLER LEASING CORPORATION", as received and filed in this
office the twenty-fourth day of September, A.D. 1962, at 10 o'clock
A.M.

In Testimony Whereof, *I have hereunto set my hand*

and official seal at Dover this second day of
October in the year of our Lord one thousand nine
hundred and sixty-two.



Elisha C. Dukes

Secretary of State

11/1/62
L. L. T. Inc.

Ass't Secretary of State

CERTIFICATE OF INCORPORATION

OF

CHRYSLER LEASING CORPORATION

We, the undersigned, being each of the Incorporators of the Corporation hereinafter named, do hereby associate to establish a corporation in pursuance of the General Corporation Law of the State of Delaware, and any and all amendments thereof or supplements thereto, and do make and file this Certificate hereby declaring and certifying that the facts herein stated are true, and we do hereby certify as follows:

FIRST: The name of the Corporation is

CHRYSLER LEASING CORPORATION

SECOND: The principal office or place of business of the Corporation in the State of Delaware is to be located at No. 100 West 10th Street, in the City of Wilmington, County of New Castle. The name of its resident agent is The Corporation Trust Company and the address of said resident agent is No. 100 West 10th Street, Wilmington, Delaware.

THIRD: The nature of the business of the Corporation and the objects and purposes proposed to be transacted, promoted and carried on by it are as follows:

(a) To buy or otherwise acquire, hold, own and sell automobiles, trucks, cars, tractors, farm machinery and implements, aircraft, landcraft, watercraft, air conditioning and heating equipment, marine and industrial engines, and vehicles, articles and equipment of every type and description and to rent, lease, hire and charter such vehicles, articles and equipment owned or controlled by the Corporation; and to devise, establish, purchase, acquire, own, use, improve and operate systems and plans for the renting, leasing, hiring and chartering of such vehicles, articles and equipment.

(b) To buy or otherwise acquire, hold, own, sell, assign, transfer, make loans upon, mortgage, pledge, exchange, invest in, deal in, issue, draw, make, accept, endorse, execute, guarantee, agree to repurchase, have discounted, rediscount, or otherwise dispose of open accounts receivable, commercial paper, promissory notes, drafts, acceptances, bills of exchange, finance bills, conditional sale contracts, liens, leases, mortgages, warehouse and trust receipts, bills of lading, warrants, stocks, bonds, securities and other negotiable or transferable instruments, evidences of indebtedness, and contracts, including personal property and choses in action of any and every kind, nature and description, either with or without recourse.

(c) To manufacture, buy, sell, deal in and with automobiles, trucks, cars, tractors, farm machinery and implements, aircraft, landcraft, watercraft, air conditioning and heating equipment, marine and industrial engines, and vehicles, articles and equipment of every type and description, and parts, accessories and equipment therefor and for use in connection therewith, and generally to conduct a manufacturing business in all its branches.

(d) To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, commodities, wares, merchandise, services and real and personal property of every type and description.

(e) To purchase, lease or otherwise acquire offices and stores, and to do a general merchandise business; to engage in any manufacturing, trading, mercantile or commercial business, enterprise, venture or pursuit of any kind or character whatsoever which is or may appear necessary, useful, convenient or appropriate, and to that end or for the purpose of investment or otherwise to acquire, lease, hold, own and dispose of or turn to account any and all property, real personal or mixed, assets, stocks, bonds and rights of any and every kind, and to acquire, conduct, manage, operate or control the whole or any part of any such business conducted, managed, operated or controlled by any other corporation, association, co-partnership or individual.

(f) To purchase, acquire, hold, sell, exchange, mortgage, pledge, hypothecate, deal in, manufacture, improve, manage, develop and dispose of real and personal property of every kind, character and description whatsoever and wheresoever situated.

(g) To render management, supervisory, accounting, styling, technical and other services and advice for any person, firm, association or corporation, domestic or foreign by contract or otherwise, and to receive therefor fixed or contingent compensation, or compensation in the form of commissions, management fees, shares in gross or net receipts or profits, or in any other manner, or upon any other terms whatsoever, or so to act without direct compensation.

(h) To enter into, make and perform contracts of every kind and description with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof.

(i) To borrow or raise moneys for any of the purposes of this Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and secure the payment thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of, the whole or any part of the property of this Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

(j) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereinafter engaged in any business similar to any business which the Corporation has the power to conduct, to pay for the same in cash or stock or income notes or other obligations of the Corporation or otherwise, to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired.

(k) To adopt, apply for, obtain, register, purchase, lease, take assignments or licenses of or otherwise acquire or obtain the use of, to hold, protect, own, use, develop and introduce, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning or otherwise deal with, dispose of or turn to account any copyrights, trademarks, trade names, brands, labels, patent rights, letters patent and patent applications of the United States of America or of any other country, government or authority, and any inventions, improvements, processes, formulae, mechanical and other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise; and to carry on any business, whether manufacturing or otherwise, which is or shall be necessary, convenient, advisable or adaptable for the use by the Corporation in any way, directly or indirectly, of such copyrights, trademarks, trade names, brands, labels, patent rights, letters patent, patent applications, inventions, improvements, processes, formulae, mechanical and other combinations, licenses and privileges.

(1) To purchase, acquire, sell, assign, hold, exchange, guarantee, pledge, mortgage, hypothecate, deal in and dispose of stocks, bonds, notes, debentures or other evidences of indebtedness and obligations and securities of, and shares or interests of any kind in, any corporation, company or joint stock association, domestic or foreign, or of any domestic or foreign state, government or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, shares or interests; to issue its own shares of stock, bonds, notes, debentures or other evidences of indebtedness and obligations and securities for the acquisition of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, shares, interests, certificates or receipts, purchased or acquired by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, shares, interests, certificates or receipts, to exercise all the rights, powers and privileges of ownership in respect thereof, including the right to vote thereon for any and all purposes.

(m) To adopt any means whatsoever which the Board of Directors may deem appropriate for advertising and making known the name, business, merchandise or products or enhancing the reputation or furthering the interest of the Corporation, or of any corporation, association, co-partnership or individual in whose business the Corporation shall be in any manner interested, whether by circularization broadcasting by radio or television, purchase and exhibition of works of art or interest, giving exhibitions of any kind, publication and distribution of books, periodicals, pictures or other publications, granting prizes, awards and donations, giving gratuities or in any other manner whatsoever,

(n) To aid by the lending of money or in any other manner whatsoever, any corporation, association, co-partnership or individual in whose business the Corporation may be in any way interested or any of whose properties, including shares of capital stock, bonds or other obligations or securities are held by the Corporation or in which it is in any way interested, and to do any acts or things which are or may appear necessary, useful, convenient or appropriate for preserving, protecting, improving or enhancing the value of any such business or property, or for promoting any such interests of the Corporation.

(o) To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of shares of its own capital stock, provided that the funds or property of the Corporation shall not be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the Corporation and provided further that shares of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly.

(P) To conduct its business in all or any of its branches in the State of Delaware and in any or all other States, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries; to have one or more offices within or out of the State of Delaware; and to carry on all or any of its operations and business without restriction or limit as to amount; and to hold, purchase, mortgage and convey real and personal property within and without the State of Delaware.

(q) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act or acts, thing or things, incidental or appurtenant to or growing

out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized or with the laws of any state, territory or possession in which any such act is done.

(1) To carry out all or any part of the foregoing objects and purposes as principal, agent, contractor or otherwise, either alone or in conjunction with any other persons, associations, co-partnerships or corporations and in any part of the world, and in carrying on any of its business and for the attainment or furtherance of any of its objects and purposes to make and perform such agreements and contracts of any kind and description, and to do such acts and things and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise and, as aforesaid, to do anything and everything which is or may appear necessary, useful, convenient or appropriate for the attainment, furtherance or exercise of any of its purposes, objects or powers if not inconsistent with the laws of the State of Delaware; but nothing in all the purposes, objects and powers hereinbefore stated shall be construed to give the Corporation any rights, powers or privileges not permitted by the laws of the State of Delaware to corporations organized under the laws of the State of Delaware.

The specification herein contained of particular powers of the Corporation is not in limitation, but rather in furtherance of the powers granted to the Corporation under the laws of the State of Delaware under and in pursuance of the provisions of which this Corporation is formed, it being intended that the Corporation shall be authorized to do or cause to be done all things permitted by any statute or law of the State of Delaware applicable to this Corporation and incidental to its business.

FOURTH: The total number of shares of Stock which the Corporation shall have authority to issue is ten thousand (10,000) shares of Common Stock, all of one class and of the par value of \$100.00 each. The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000.00).

FIFTH: The names and places of residence of each of the incorporators are as follows:

<u>Name</u>	<u>Residence</u>
Anthony E. Micale	4620 Jonathon Dearborn, Michigan
Howard J. Pridmore	4415 Far Hill Drive Birmingham, Michigan
Frederick J. Shaw	15058 Vaughan Detroit, Michigan

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and are intended to be in furtherance and not in limitation or exclusion of the powers conferred by statute:

The business of the Corporation shall be managed by the Board of Directors, except as otherwise required by law.

The number of Directors of the Corporation which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, and may be altered from time to time by amendment of the By-Laws or in the manner provided therein, but in no case shall

the number be less than three. In case of any increase in the number of Directors, the additional Directors, subject to the provisions of this Certificate, shall be elected as may be provided in the By-Laws.

None of the Directors need be a stockholder of the Corporation or a resident of the State of Delaware. Elections of Directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

The Board of Directors may make By-Laws and from time to time may alter, amend or repeal any By-Laws, but any By-Laws made by the Board of Directors may be altered, amended or repealed by the stockholders at any annual meeting or at any special meeting, provided, in the case of any special meeting, that notice of such proposed alteration, amendment or repeal is included in the notice of such meeting.

The Board of Directors shall have power from time to time to set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose, and to abolish such reserve in the manner in which it was created and to fix and determine and to vary the amount of the working capital of the Corporation, and to direct and determine the use and disposition of the working capital of any surplus or net profits over and above the capital stock paid in.

The Corporation may have an office or offices outside the State of Delaware if the By-Laws so provide.

The incorporators, stockholders and the Board of Directors shall have power to hold their meetings and to keep the books, documents and papers of the Corporation outside of the State of Delaware and at such place or places as from time to time may be provided by the By-Laws except as otherwise required by the laws of the State of Delaware.

The Board of Directors from time to time shall determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of the Corporation or any of them shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of the Corporation except as conferred by statute or as authorized by resolution of the Board of Directors.

The Corporation shall indemnify and hold harmless each person who is or was a Director, officer or employee of it, or who may have served at its request as a Director, officer or employee of another corporation of which the Corporation owns directly or indirectly shares of stock, or of which the Corporation is a creditor or a member or to which it is a contributor, against expenses, including, without limitation, attorneys' fees, disbursements, and costs, actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding, whether civil or criminal, or in connection with any appeal therein, in which he is made a party by reason of being or having been a Director, officer or employee of the Corporation, or a Director, officer or employee of such other corporation, and against the amounts of judgments, fines or penalties resulting from any such action, suit or proceeding, and against sums paid in settlement of any such action, suit or proceeding, when the settlement appears to be in the interest of the Corporation, except that the Corporation shall not indemnify him in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for, or guilty of, negligence or misconduct in the performance of his duty to the Corporation or in the case of a settlement as to which it appears that he has been guilty of negligence or misconduct in the performance of his duty to the Corporation; provided, however, that no judgment of conviction in any

criminal action, suit or proceeding (whether based on a plea of guilty or nolo contendere or after trial) shall be deemed of itself to be an adjudication that the defendant has been guilty of negligence or misconduct in the performance of his duty to the Corporation if he acted in good faith in what he considered to be the best interests of the Corporation. The Corporation's indemnity of any person who may have served at its request as a Director, officer or employee of such other corporation shall be reduced by any amounts such person may collect from such other corporation. The foregoing right to indemnity shall not exclude any other rights to which he may be entitled. If any part of the foregoing shall be found in any proceeding to be invalid or ineffective, the validity and effect of the remaining provisions shall not be affected.

In the absence of fraud, no contract or other transaction of the Corporation shall be affected or invalidated in any way by the fact that any of the Directors of the Corporation are in anywise interested in or connected with any other party to such contract or transaction or are themselves parties to such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors at the meeting of said Board at which such contract or transaction is authorized or confirmed. Any contract, transaction or act of the Corporation or of the Board of Directors or of any committee thereof, which shall be ratified by a majority of a quorum of the stockholders of the Corporation having voting power at any annual meeting or any special meeting called for such purpose shall be as valid and as binding as though ratified by every stockholder of the Corporation. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any parent, subsidiary or affiliated corporation without regard to the fact that he is also a Director, officer or employee of such parent, subsidiary or affiliated corporation.

No holder of stock of the Corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the Corporation any stock of the Corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the Corporation may at any time issue, whether or not the same shall be convertible into stock of the Corporation of any class or shall entitle the owner or holder to purchase stock of the Corporation of any class.

NINTH: 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 of 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 of 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, of this corporation, as the case may be, and also on this corporation.

IN WITNESS WHEREOF, we have hereunto set our hand and seals this
11th day of September, 1962.

Anthony E. Micale (L.S.)

Howard J. Pridmore (L.S.)

Frederick J. Shaw (L.S.)

STATE OF MICHIGAN)
) SS:
COUNTY OF WAYNE)

BE IT REMEMBERED that on this 11th day of September, 1962 before me, Marguerite A. Shiplett, a Notary Public acting in and for the State and County aforesaid, duly commissioned and sworn and duly authorized by the laws of the State of Michigan to take acknowledgments of deeds, personally came Anthony E. Micale, Howard J. Pridmore and Frederick J. Shaw, known to me personally to be such, and known to me to be the persons described in and who signed and sealed the foregoing Certificate of Incorporation and they severally duly acknowledged said Certificate of Incorporation to be the act and deed of said signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office, the day and year aforesaid.

Marguerite A. Shiplett

Notary Public

Marguerite A. Shiplett

Notary Public Oakland County, Mich.
acting in and for County of Wayne

My Commission Expires March 3, 1964

(Marguerite A. Shiplett)
) Notary Public (
(Oakland County, Mich.)

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
BEFORE PAYMENT OF CAPITAL
OF
CHRYSLER LEASING CORPORATION

We, the undersigned, being all of the duly qualified directors of Chrysler Leasing Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DO HEREBY CERTIFY:

FIRST: That Article FOURTH of the certificate of incorporation be and it hereby is amended to read as follows:

"FOURTH: The total number of shares of Stock which the Corporation shall have authority to issue is two hundred fifty thousand (250,000) shares of Common Stock, all of one class and of the par value of \$100.00 each. The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000.00)."

SECOND: That no part of the capital of said corporation has been paid.

IN WITNESS WHEREOF, we have signed this certificate this 21st day of September, 1962.

R. Armstrong (Seal)
Robert D. Armstrong

Howard J. Pridmore (Seal)
Howard J. Pridmore

Frederick J. Shaw (Seal)
Frederick J. Shaw

STATE OF MICHIGAN)
) SS
COUNTY OF WAYNE)

BE IT REMEMBERED that on this 21st day of September, A.D. 1962,
personally came before me Marguerite A. Shiplett, a Notary Public for
the State of Michigan, acting in the County of Wayne, Robert D. Armstrong,
Howard J. Pridmore and Frederick J. Shaw all of the directors of the
foregoing corporation, known to me personally to be such and severally
acknowledged the said amended certificate to be the act and deed of the
signers respectively, and that the facts therein stated are truly set
forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Marguerite A. Shiplett Notary Public
Marguerite A. Shiplett
Notary Public Oakland County, Mich.
acting in and for County of Wayne
My Commission Expires March 3, 1964

(Marguerite A. Shiplett)
) Notary Public (
(Oakland County, Mich.)