

State of Idaho

Department of State.

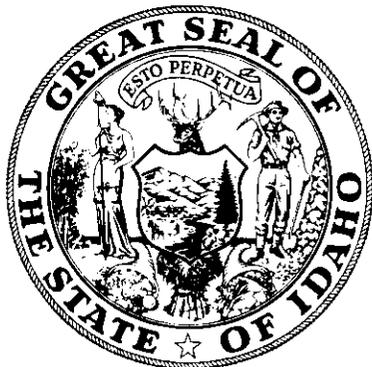
CERTIFICATE OF AUTHORITY OF

CENTRALFED MORTGAGE CORPORATION

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

Dated **October 25, 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:

06/15
Certificate
C 20 04 83
SECRETARY OF STATE

1. The name of the corporation is CENTRALFED MORTGAGE CORPORATION

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

3. It is incorporated under the laws of California

4. The date of its incorporation is February 14, 1983 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 3860 Calle Fortunada, San Diego, California 92123

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:
Primarily to engage in making, selling and servicing mortgage loans.

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

Name	Office	Address
<u>John E. Mullen</u>	<u>President & Director</u>	<u>9849 Caminito Rogelio, San Diego, 92131</u>
<u>Judith A. Goland</u>	<u>Sr. V.P.</u>	<u>9895 Paseo Montril, San Diego, 92129</u>
<u>David Spahlinger</u>	<u>V.P./Treas. & Director</u>	<u>4864 Valdina Wy., San Diego, 92124</u>
<u>Jonathan Jaffe</u>	<u>Secretary</u>	<u>1768 Thomas #7, San Diego, 92109</u>
<u>Fred C. Stalder</u>	<u>Chairman</u>	<u>6970 Fairway Rd., La Jolla, 92037</u>
<u>Daniel T. McSweeney</u>	<u>Vice Chairman</u>	<u>7070 Caminito Estrada, La Jolla, 92037</u>

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>1,000,000</u>	<u>Common</u>	<u>No par value</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
200	Common	No par value

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 Oct 19, 19 83.

CENTRALFED MORTGAGE CORPORATION

By [Signature]
John E. Mullen, President

Its _____ President

and [Signature]
Jonathan D. Jaffe, Secretary
Its _____ Secretary

STATE OF California)

) ss:

COUNTY OF San Diego)

I, _____, a notary public, do hereby certify that on this _____ day of _____, 19 83, personally appeared before me John E. Mullen, who being by me first duly sworn, declared that he is the President of CENTRALFED MORTGAGE CORPORATION,

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

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.

STATE OF CALIFORNIA
COUNTY OF San Diego } SS.

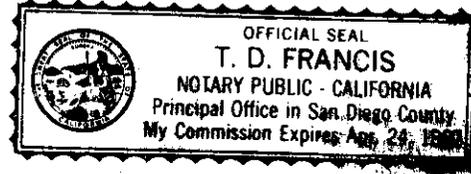
On October 17, 1983 before me, the undersigned, a Notary Public in and for said State, personally appeared John E. Mullen, personally known to me to be the _____ President, and Jonathan D. Jaffe, personall known to me to be _____ Secretary of the corporation that executed the within Instrument, known to me to be the persons who executed the within Instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

Signature T. D. Francis

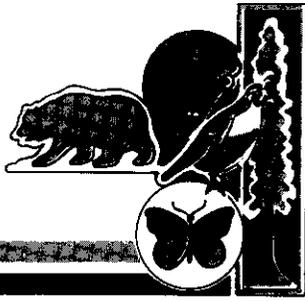
T. D. Francis

Name (Typed or Printed)



(This area for official notarial seal)

STAPLE HERE



State of California

OFFICE OF THE SECRETARY OF STATE

OCT 25 8 25 AM '83
SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

OCT 6 1983



March Fong Eu

Secretary of State

1134241

ARTICLES OF INCORPORATION

CENTRALIZED MORTGAGE COMPANY

FILED
In the office of the Secretary of State
of the State of California
FEB 14 1937
MORTGAGE CO., Secretary of State

I

The name of the corporation is:

CENTRALIZED MORTGAGE COMPANY

II

The purpose of this corporation is to engage in all or any part of the business of a corporation permitted to be carried on by a general corporation under the laws of the State of California, the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

JUDITH M. FRYER
General Counsel
Central Savings and Loan Association
San Diego, California

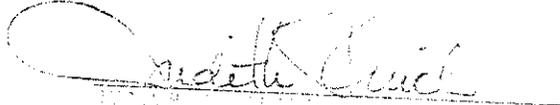
The Corporation is authorized to issue only one class of shares of stock; and the total number of shares which this Corporation is authorized to issue is one million (1,000,000).

DATED: February 3, 1983.



JUDITH R. FINCH
Inspector

... hereby declare that I am a director of the Corporation and that I am duly qualified to sign this certificate.



JUDITH R. FINCH
Inspector

NA. CHG. TO: CENTRALFED MORTGAGE CORPORATION

1134741

A264560

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
CENTRALFED MORTGAGE COMPANY
A California Corporation

FILED
In the office of the Secretary of State
of the State of California

APR 22 1983

James E. Marks
JAMES E. MARKS, Secretary

FRED C. STALDER; DANIEL T. MCSWEENEY; JAMES E. MARKS;
and JOHN E. MULLEN certify that:

1. They constitute all of the Directors of CENTRALFED MORTGAGE COMPANY, A California Corporation.
2. Article I of the Articles of Incorporation of CENTRALFED MORTGAGE COMPANY is hereby amended to read as follows:

I

The name of the Corporation is:
CENTRALFED MORTGAGE CORPORATION

3. No shares have been issued.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

April 5, 1983
April 5, 1983
April 5, 1983
April 5, 1983

Fred C. Stalder
 FRED C. STALDER
Daniel T. McSweeney
 DANIEL T. MCSWEENEY
James E. Marks
 JAMES E. MARKS
John E. Mullen
 JOHN E. MULLEN