

# State of Idaho

## Department of State

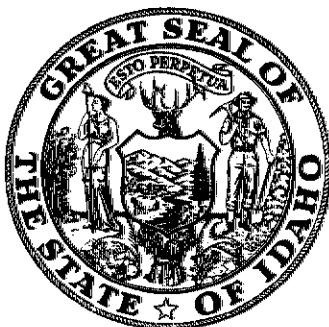
### CERTIFICATE OF AUTHORITY OF

CONTIFINANCIAL CORPORATION  
File number C 112958

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

Dated: December 13, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Harold*

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

Dec 13 10 59 AM '95

1. The name of the corporation is ContiFinancial Corporation SECRETARY OF STATE  
STATE OF IDAHO
2. The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 9/29/95 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is  
1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is \_\_\_\_\_  
277 Park Avenue, New York, New York 10172
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701  
\_\_\_\_\_, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:  
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 12/5/95

ContiFinancial Corporation

(Corporation name)

By

James E. Moore  
Its President, Vice President, Secretary or Assistant Secretary

(please specify)

James E. Moore

IDAHO SECRETARY OF STATE

Secretary of State use only  
DATE 12/17/1995 0900 21582 CCAP

CK #: 13200742 CUST# 15948

AUTH PRO

1@ 100.00= 100.00  
CORP SUR 1@ 20.00= 20.00  
EXPEDITE C 1@ 20.00= 20.00

#: C

# ContiFinancial Corporation

## DIRECTORS

<i>NAME</i>	<i>ADDRESS</i>	<i>SOCIAL SEC. NO.</i>
James J. Bigham	6 West 77 Street - 6A New York, New York 10024	040 30 3855
Paul J. Fribourg	15 East 88 Street New York, NY 10128	068 38 9831
James E. Moore	155A East 71 Street, Apt. #1 NY, NY 10021	574 18 4815
Donald L. Staheli	327 Frogtown Road New Canaan, CT 06849	528 42 9388
Lawrence G. Weppler	150 E. 69 Street - Apt. 10D New York, NY 10021	323 36 0594
Daniel J. Willett	32 Oxford Road Old Bethpage, New York 11804	122 40 2561

## OFFICERS

James E. Moore	President and Chief Executive Officer	155A East 71 Street, Apt. #1 NY, NY 10021	574 18 4815
Robert A. Major	Executive Vice President	1576 Merryweather Drive Bethlehem, PA 18015	116 39 6986
Peter Abeles	Senior Vice President	10244 Ojai-Santa Paula Rd. Ojai, CA 93023	127 48 0039
A. John Banu	Senior Vice President	5 Surrey Lane, Mahwah, NJ 07430	152 48 6964
Glenn S. Goldman	Senior Vice President	6 Sniffen Road, Armonk, NY 10504	115 54 0807
Scott M. Mannes	Senior Vice President	11 Charter Court, Basking Ridge, NJ 07920	078 52 0144
Robert Babjak	Senior Vice President	86 Briarwood Drive Holland, Pa. 18966	048 32 1032
Daniel Egan	Senior Vice President	2000 Rosemarie Way Hatfield, PA 19440	188 46 5906

James Pedrick	Senior Vice President	3251 Indian Walk Mechanicsville, Pa. 18934	152 36 7943
Jerome M. Perelson	Senior Vice President and Chief Financial Officer	13 Girard Street, Marlboro, NJ 07746	054 32 0195
Alan L. Langus	Vice President, Chief Counsel and Secretary	64 Cowdin Circle, Chappaqua, NY 10514	108 36 0071
Michael J. Festo	Vice President - Human Resources	881 Orienta Ave. Mamaroneck, NY 10543	089 42 2936
Susan E. O'Donovan	Vice President - Controller	153 Robert Lane, Fairfield, Ct 06430	377 50 5651

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONTIFINANCIAL CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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950283780

AUTHENTICATION:

7737715

DATE:

12-06-95