

State of Idaho

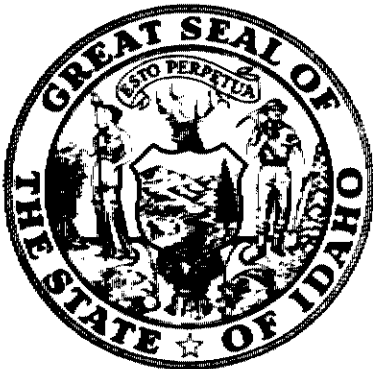
Department of State

CERTIFICATE OF AUTHORITY OF WEYERHAEUSER MORTGAGE COMPANY

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

Dated **November 5, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

Judith A. Anthony
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

NOV 5 2 25 PM '01
SECRETARY OF STATE

1. The name of the corporation is WEYERHAEUSER MORTGAGE COMPANY

2. The name which it shall use in Idaho is WEYERHAEUSER MORTGAGE COMPANY

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of the State of California

4. The date of its incorporation is 9-8-55 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 6320 Canoga Avenue, Woodland Hills, CA 91367

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 c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street Boise, Idaho 83702, and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: mortgage lending and servicing

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

Name	Office	Address
SEE SCHEDULE "A" ATTACHED HERETO		

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by class, 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
10,000	common	\$10/share
320	preferred	\$100,000/share

11. The aggregate number of its issued shares, itemized by class, 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
8,333 1/3	common	\$10/share
320	preferred	\$100,000/share

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 certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 10-30-87

WEYERHAEUSER MORTGAGE COMPANY

(Corporation Name)

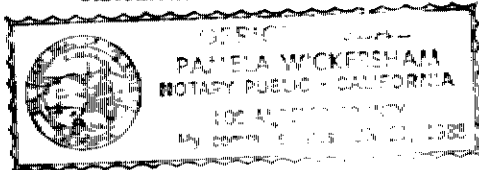
By Timothy L. White
Its President (Vice President (please specify))

and Jim Bette
Its Secretary (Assistant Secretary (please specify))

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES) ss:

I, Pamela Wickersham, a notary public, do hereby certify that on this 30th day of October, 19 87, personally appeared before me Timothy L. White, who being by me first duly sworn, declared that he is the Sr. V.P. of Weyerhaeuser Mortgage Company

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



Pamela Wickersham
Notary Public

EXHIBIT "A"

WEYERHAEUSER MORTGAGE COMPANY

OFFICERS AND DIRECTORS

DIRECTORS

John R. Wise President, Director	21555 Oxnard St. Woodland Hills, CA 91367
Lawrence W. Farmer Exec. V.P., Director	5955 DeSoto, Suite 140 Woodland Hills, CA 91367
John W. Creighton Director	Weyerhaeuser Company Tacoma, WA 98401
Donald E. Lange Director	21515 Hawthorne Blvd., Ste. 310 Torrance, CA 90503
Thomas L. Grainger Sr. V.P., Director	21555 Oxnard St. Woodland Hills, CA 91367

EXECUTIVE VICE PRESIDENTS

Herbert B. Tasker Executive Vice President	1550 Parkside Dr. Walnut Creek, CA 94596
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SENIOR VICE PRESIDENTS

Norman M. Reid	21555 Oxnard St. Woodland Hills, CA 91367
Clinton R. Stevenson, Jr.	21555 Oxnard St. Woodland Hills, CA 91367
Philip E. Ferrari	9719 Lincoln Village Dr., Ste. 501 Sacramento, CA 95827
Gary L. Hausdorfer	2955 E. Main St. Irvine, CA 92714
Joseph J. Hemmens	5955 DeSoto, Suite 160 Woodland Hills, CA 91367
Robert H. Magnuson	21555 Oxnard St. Woodland Hills, CA 91367
Timothy L. White Sr. V.P./General Counsel	21555 Oxnard St. Woodland Hills, CA 91367

SENIOR VICE PRESIDENTS, cont'd.

Robert Wilson 21555 Oxnard St.
Woodland Hills, CA 91367

William R. Godfrey 1550 Parkside Dr.
Walnut Creek, CA 94596

Marilyn Richardson 1550 Parkside Dr.
Walnut Creek, CA 94596

Jerry M. Lykins 1550 Parkside Dr.
Walnut Creek, CA 94596

David J. Stockley 35 Glenlake Parkway, Suite 350
Atlanta, GA 30328

VICE PRESIDENTS

Robert Munday 10639 Santa Monica Blvd.
V.P./Asst. Treas./ Los Angeles, CA 90025
Controller

Daniel W. Schofield 2222 W. Shaw Ave., Ste. 2
Fresno, CA 93711

Morris Dondick 10639 Santa Monica Blvd.
Los Angeles, CA 90025

Douglas E. Galer 3330 Ocean Park Blvd.
Santa Monica, CA 90405

Lawrence M. Limbaugh 21555 Oxnard St.
Woodland Hills, CA 91367

John S. Marsh 9719 Lincoln Village Dr., Ste. 501
Sacramento, CA 95827

Kenneth E. Bozigian 1545 Hotel Circle South, Ste. 212
San Diego, CA 92108

David C. Cook 9719 Lincoln Village Dr., Ste. 501
Sacramento, CA 95827

James G. Wilkie 2222 W. Shaw Ave., Ste. 2
Fresno, CA 93711

Dorothy M. Bubenik 5924 Royal Lane
Dallas, TX 75230

William B. Cleves 3111 Camino Del Rio North, Ste. 903
San Diego, CA 92108

VICE PRESIDENTS, cont'd.

Larry D. Lepin	2150 E. Highland Ave., Ste. 207 Phoenix, AZ 85016
Orren Biesterfeld	1121 N. El Dorado Pl, Ste. 101 Tucson, AZ 85715
Gloria McLean Group Vice President	21555 Oxnard St. Woodland Hills, CA 91367
Vince Gangi	21555 Oxnard St. Woodland Hills, CA 91367
L. Cordell McCarrey	10639 Santa Monica Blvd. Los Angeles, CA 90025
Benjamin F. Wood	2955 E. Main St. Irvine, CA 92714
Larry G. Waller	9719 Lincoln Village Dr., Ste. 501 Sacramento, CA 95827
Christopher McKinlay	2740 N. Grand Ave., Ste. 200 Santa Ana, CA 92701
Fred Emmert	2955 East Main St. Irvine, CA 92714
Elizabeth Gallagher	5955 DeSoto, Suite 140 Woodland Hills, CA 91367
Lawrence L. Lemoine	21555 Oxnard St. Woodland Hills, CA 91367
David D. Cissell	3330 Ocean Park Blvd. Santa Monica, CA 90405
Ken Polk	21555 Oxnard St. Woodland Hills, CA 91367
J.C. Radin	1550 Parkside Dr. Walnut Creek, CA 94596
Richard Lopez	5955 DeSoto, Suite 140 Woodland Hills, CA 91367
James P. Maddox, Jr.	5955 DeSoto, Suite 140 Woodland Hills, CA 91367
Michael S. Ackerman	21555 Oxnard St. Woodland Hills, CA 91367

ASSISTANT VICE PRESIDENTS

Paul Grant	21555 Oxnard St. Woodland Hills, CA 91367
Phylis J. Kimm	401 Parkplace, Suite 415 Kirkland, WA 98033
Nancy L. Adamson	21555 Oxnard St. Woodland Hills, CA 91367
Steen S. Neilsen	1641 N. 1st St., Suite 275 San Jose, CA 95112
Arnie S. Vargas	2150 E. Highland Ave., Ste. 207 Phoenix, AZ 85016
Michael S. Greco	21555 Oxnard St. Woodland Hills, CA 90025
C.S. DeLette	10960 Wilshire Blvd. Los Angeles, CA 90024
William J. Wilson	Westminster Company Jacksonville, NC 28540
Cynthia L. Banarer	21555 Oxnard St. Woodland Hills, CA 91367
George W. Cassata	10639 Santa Monica Blvd. Los Angeles, CA 90025
B. John Kavanagh	Westminster Company Greensboro, NC 27405
Josephine MacDonald	21555 Oxnard St. Woodland Hills, CA 91367
William C. Giddings	2222 W. Shaw, Ste. 2 Fresno, CA 93711
Robert J. Giddings	9719 Lincoln Village Dr., Ste. 501 Sacramento, CA 95827
C.P. Babcock, III	2280 U.S. Hwy. 19 North, Ste. 257 Clearwater, FL 33515
Sandra M. Lipiz	10639 Santa Monica Blvd. Los Angeles, CA 90025
Theresa St. Pierre	21555 Oxnard St. Woodland Hills, CA 91367

ASSISTANT VICE PRESIDENTS, cont'd.

Carol R. Hahne	10639 Santa Monica Blvd. Los Angeles, CA 90025
Namundi Rajan	10639 Santa Monica Blvd. Los Angeles, CA 90025
Michael Drawdy	21555 Oxnard St. Woodland Hills, CA 91367
William Gutierrez	21555 Oxnard St. Woodland Hills, CA 91367
Roger A. Remick	3330 Ocean Park Blvd. Santa Monica, CA 90405
J.C. Smith, III	21555 Oxnard St. Woodland Hills, CA 91367
Sharlene G. Bloom	21555 Oxnard St. Woodland Hills, CA 91367
Betty G. Daniels	21555 Oxnard St. Woodland Hills, CA 91367
John Landau	5955 DeSoto, Suite 140 Woodland Hills, CA 91367
Jay Maddox	5955 DeSoto, Suite 140 Woodland Hills, CA 91367
Dean Palmer	718-A Bridge St. Yuba City, CA 95991
Mary Ann Lee	2955 E. Main St. Irvine, CA 92714
Simon Cobbin	21555 Oxnard St. Woodland Hills, CA 91367
Guy K. Johnson	2955 E. Main St. Irvine, CA 92714
Daniel R. McLaughlin	21555 Oxnard St. Woodland Hills, CA 91367
Melinda Junger	10639 Santa Monica Blvd. Los Angeles, CA 90025
Doris J. Webb	5955 DeSoto, Suite 140 Woodland Hills, CA 91367
Gary A. Teague	401 Parkplace Kirkland, WA 98033

ASSISTANT SECRETARIES

Sylvia Genovy	10639 Santa Monica Blvd. Los Angeles, CA 90025
Mary L. Sivalón	21555 Oxnard St. Woodland Hills, CA 91367
Tom Jensen	1545 Hotel Circle South, Ste. 200 San Diego, CA 92108
Dorothy M. Bubenik	5924 Royal Lane Dallas, TX 75230
Doreen L. Wilkinson	1545 Hotel Circle South, Ste. 200 San Diego, CA 92108
Neil P. Wissing	Weyerhaeuser Company Tacoma, WA 98401
Patricia A. Demuro	21555 Oxnard St. Woodland Hills, CA 91367
Alaina Sheldon	21555 Oxnard St. Woodland Hills, CA 91367
Margaret Bowe	21555 Oxnard St. Woodland Hills, CA 91367
Mary L. Jessup	Westminster Company Greensboro, NC 27405
Ellen S. Roberts	Westminster Company Greensboro, NC 27405
Sandra M. Lipiz	10639 Santa Monica Blvd. Los Angeles, CA 90025
Betty D. Crowe	Westminster Company Greensboro, NC 27405
Jaye Rettedal	5955 Desoto, Suite 160 Woodland Hills, CA 91367
Patricia A. Hitchings	21555 Oxnard St. Woodland Hills, CA 91367
Richard H. Parker	Westminster Company Greenville, SC 29615
Lisa Monterastelli	10639 Santa Monica Blvd. Los Angeles, CA 90025
Theresa St. Pierre	21555 Oxnard St. Woodland Hills, CA 91367

ASSISTANT SECRETARIES, cont'd.

Sharon Thordarson	5955 Desoto, Suite 160 Woodland Hills, CA 91367
Jean Ginoza	21555 Oxnard St. Woodland Hills, CA 91367
Barbara J. Roseth	1580 E. Desert Inn Rd. Las Vegas, NV 89109
Janet McDonald	1580 E. Desert Inn Rd. Las Vegas, NV 89109
Valeria M. Shaw	1580 E. Desert Inn Rd. Las Vegas, NV 89109
John S. Marsh	9719 Lincoln Village Dr., Ste. 501 Sacramento, CA 95827
Cathy McGovern	1545 Hotel Circle South, Ste. 200 San Diego, CA 92108
Frederick E. Roach	5924 Royal Lane Dallas, TX 75230
Frankie McKay	1580 E. Desert Inn Rd. Las Vegas, NV 89109
Timothy L. White	21555 Oxnard St. Woodland Hills, CA 91367
Nadine E. Whitacre	Westminster Company Greensboro, NC 27405
Carolyn E. Kerley	21555 Oxnard St. Woodland Hills, CA 91367
Nancy J. Hanwell	21555 Oxnard St. Woodland Hills, CA 91367
Connie G. Hawkins	Westminster Company Greenville, SC 29607
Cynthia Yee	21555 Oxnard St. Woodland Hills, CA 91367
Carl S. Penland	Westminster Company Greensboro, NC 27405
L. Cordell McCarrey	10639 Santa Monica Blvd. Los Angeles, CA 90025
Thomas T. Carlson	100 E. Sybelina Ave., Ste. 120 Maitland, FL 32751

ASSISTANT SECRETARIES, cont'd.

Julie Beswick	1545 Hotel Circle South, Ste. 200 San Diego, CA 92108
Beth Perry	1102 Gum Branch Road Jacksonville, N.C. 28540
Shawna Robitaille	1545 Hotel Circle South, Ste. 200 San Diego, CA 92108
Aime Sloat	9719 Lincoln Village Dr., Ste. 501 Sacramento, CA 95827
Sandra Hannon	3700 Fry Blvd., Suite B-3 Sierra Vista, AZ 85635
Elaine Persing	281 W. 24th St., Suite 137 Yuma, AZ 85364
Diane Thompson	1064 Gardner Rd., Suite 112-A Charleston, S.C. 29417
Richard Selph	5955 DeSoto, Suite 140 Woodland Hills, CA 91367
Anna Agee	Nine Woodland Green, Suite 230 Charlotte, N.C. 28224
Nicholas H. Serris	Centennial Homes Dallas, TX 75240
Charmaine Jackson	21555 Oxnard St. Woodland Hills, CA 91367
Jonathan Fox	21555 Oxnard St. Woodland Hills, CA 91367
Terese Tiernan	21555 Oxnard St. Woodland Hills, CA 91367
Will Goodnight	21555 Oxnard St. Woodland Hills, CA 91367
Daniel R. Mrdjenovich	21555 Oxnard St. Woodland Hills, CA 91367
Nancy L. Adamson	21555 Oxnard St. Woodland Hills, CA 91367
LaCarla Branson	324 W. Wendover Ave., Ste. 140 Greensboro, N.C. 28210
Jill Retta	6320 Canoga Avenue Woodland Hills, CA 91367

ASSISTANT SECRETARIES, cont'd.

June Farris	9719 Lincoln Village Dr., Ste. 501 Sacramento, CA 95827
Alfred Minisee	21555 Oxnard St. Woodland Hills, CA 91367
Helen Witt	5720 LBJ Freeway, Ste. 610 Dallas, TX 75240
Michael Marryat	1580 E. Desert Inn Rd. Las Vegas, NV 89109
Lee Brown	21555 Oxnard St. Woodland Hills, CA 91367
Audrey Flores	618-A Bridge St. Yuba City, CA 95991
Larry Brown	3300 S. Parker Rd., Suite 109 Aurora, CO 80014
Jeffrey Sutterman	21555 Oxnard St. Woodland Hills, CA 91367
Carole Vick	100 Sybelia, Suite 120 Maitland, FL 32751
Regina Minzak	6 Montgomery Village Ave., Suite 322 Gaithersburg, MD 20879
Shirley Bryant	3300 S. Parker Rd., Suite 109 Aurora, CO 80014
Terri L. Myers	21555 Oxnard St. Woodland Hills, CA 91367
Benita Chrzas	21555 Oxnard St. Woodland Hills, CA 91367
Deborah DeFlores	21555 Oxnard St. Woodland Hills, CA 91367
Mary Lou Risinger	5555 Erindale Dr., Suite 103 Colorado Springs, CO 80918
Robert Lilley	1707 E. Highland Ave., Suite 100 Phoenix, AZ 85016
Judie Beaty	21555 Oxnard St. Woodland Hills, CA 91367

ASSISTANT SECRETARIES, cont'd.

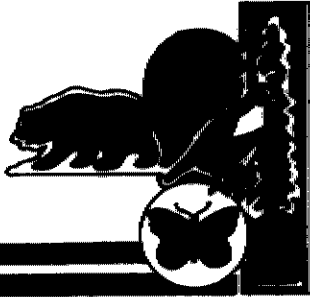
Tim A. Slone	100 E. Sybelina Ave., Suite 120 Maitland, FL 32751
Patricia L. Burgess	35 Glenlake Pkwy., Suite 350 Atlanta, GA 30328
Anne S. Reynolds	324 W. Wendover Ave., Suite 140 Greensboro, N.C. 27408
Roy J. Power	35 Glenlake Pkwy., Suite 350 Atlanta, GA 30328
Kathy B. Wood	35 Glenlake Pkwy., Suite 350 Atlanta, GA 30328
William Thurn	12760 High Bluff Dr., Ste. 150 San Diego, CA 92130
Vicki Sandefer	3600 S. Bristol St. Santa Ana, CA 92704
Patti Hughes	21555 Oxnard St. Woodland Hills, CA 91367
Elizabeth Yerosian	21555 Oxnard St. Woodland Hills, CA 91367

All officers and directors elected to office September 2, 1986,
except the following:

Gary A. Teague - September 19, 1986

Patti Hughes - September 22, 1986

Elizabeth Yerosian - September 22, 1986



State of California

OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

NOV 5 2 25 PM '87
SECRETARY OF STATE

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

That on the _____ 8th _____ day of _____ September _____, 19 55 _____,

WEYERHAEUSER MORTGAGE COMPANY

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
26th day of August, 1987



March Fong Eu

Secretary of State