



**Department of State.**

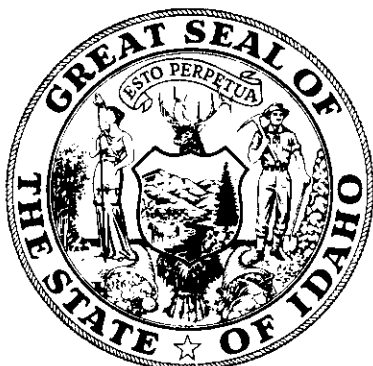
**CERTIFICATE OF AUTHORITY  
OF**

\_\_\_\_\_  
INTERSTATE SECURITY COMPANY

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

Dated \_\_\_\_\_, 19\_\_\_\_.



*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:

1. The name of the corporation is INTERSTATE WARRANTY COMPANY
2. \*The name which it shall use in Idaho is INTERSTATE WARRANTY COMPANY
3. It is incorporated under the laws of Ohio
4. The date of its incorporation is March 27, 1978 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 6910 Airport Highway, Holland, Ohio 43528
6. The 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
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Sale of contracts for the furnishing of home maintenance services
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	"SEE ATTACHED LIST"	

9. 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
500	Common	without par value

(continued on reverse)

10. 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
100	Common	without par value

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

12. 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 ✓ 12-5, 19 79

INTERSTATE WARRANTY COMPANY

By ✓ Frank M. Wilson  
Frank M. Wilson

Its \_\_\_\_\_ President

and ✓ Allen Schumcker  
Allen Schumcker

Its \_\_\_\_\_ Secretary

STATE OF OHIO )  
COUNTY OF LUCAS ) ss:

I, S. J. Haukeball, a notary public, do hereby certify that on  
this 5<sup>th</sup> day of Dec., 19 79, personally appeared before  
me Frank M. Wilson, who being by me first duly sworn, declared that he  
is the President of INTERSTATE WARRANTY COMPANY

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

✓ S. J. Haukeball  
Notary Public  
My commission expires 8-15-82

\*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.

NAMES AND RESPECTIVE ADDRESSES OF THE OFFICERS  
OF  
INTERSTATE WARRANTY COMPANY

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Frank M. Wilson	President	1094 Nantucket Avenue, Columbus, Ohio 43220
Stanley G. Haukedahl	Executive Vice President	1483 Bradshire Drive, Columbus, Ohio 43220
Allen Schmucker	Secretary Treasurer	5547 Dorr Street, Toledo, Ohio 43615
Hollie C. Adams	Vice President Repair Services	6515 Nebraska Avenue, Toledo, Ohio 43617
Thomas J. Trimbach	National Director I	2085 Sagbark, Okemos, Michigan 48864
Leroy J. Angst	National Director II	6430 Lansing Road, Charlotte, Michigan 48821

NAMES AND RESPECTIVE ADDRESSES OF THE DIRECTORS  
OF  
INTERSTATE WARRANTY COMPANY

Mark S. Haukedahl	41 Circle Drive, Battle Creek, Michigan 49015
Hollie C. Adams	6915 Nebraska Avenue, Toledo, Ohio 43617
Allen Schmucker	5547 Dorr Street, Toledo, Ohio 43615
Frank M. Wilson	1094 Nantucket Avenue, Columbus, Ohio 43220
Daryl E. Kleck	3-6259-J, Delta, Ohio 43515

E1395-0030

APPROVED  
By Boyle  
Date 3-27-78  
Amount 500

ARTICLES OF INCORPORATION  
OF

INTERSTATE WARRANTY COMPANY

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, do hereby certify:

**FIRST:** The name of the Corporation shall be INTERSTATE WARRANTY COMPANY.

**SECOND:** The place in the State of Ohio where the Corporation's principal office is to be located is Toledo, in Lucas County.

**THIRD:** The purposes for which the Corporation is formed are:

1. To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 through 1701.98, inclusive, of the Ohio Revised Code.
2. To acquire, by purchase, subscriptions or otherwise, and to own, hold for investment or otherwise, and to issue, sell, use, assign, redeem, transfer, mortgage or pledge bond, debentures, notes, scrip, securities, evidences of indebtedness, contracts, or obligations of the Corporation or of any corporation, association, firm or individual, and also to issue in exchange therefor stocks, bonds or other securities or evidences of indebtedness of the Corporation, and while the owner or holder of any such property to receive, collect and dispose of the interest, dividends, income and other rights accruing on or from such property and to possess and exercise in respect thereof all of the rights, powers and privileges of ownership, including all voting powers connected therewith.
3. In furtherance, and not in limitation of the general powers conferred by the laws of the State of Ohio and in furtherance and not in limitation of the purposes hereinbefore stated, it is hereby expressly provided that the Corporation shall have the following authorities and powers:
  - (a) In general, to do all things, and to carry on any business, not contrary to the laws of the State of Ohio, and to have and exercise all of the powers conferred by the laws of the State of Ohio upon corporations formed thereunder, and to do any and all of the acts and things hereinabove or hereinafter set forth to the same extent as natural persons could do, in any part of the world,

as principal, factor, agent, contractor, trustee or otherwise, either alone or in common with any person, entity, syndicate, association, corporation or body politic now or hereafter existing;

(b) To become a partner, either as a general partner or as a limited partner or otherwise, as the Board of Directors of the Corporation may approve, in any partnership or partnerships, whether general or limited, whether now existing or hereafter organized, with all the rights, privileges, duties, liabilities or obligations as such partner which would exist if the Corporation were a natural person. Without limitation of the foregoing, the Corporation may join with other corporations or with natural persons or both, as partner, either general or limited or otherwise, in any partnerships now or hereafter existing;

(c) To borrow or raise money, without limit, upon any terms, for any purpose of the Corporation or of any corporation, association, firm, syndicate or individual having a business or property which the Corporation determines to finance, promote or become interested in;

(d) To make, execute, endorse and accept promissory notes, bills of exchange and other negotiable instruments and to redeem any debt or other obligation before the same shall fall due on any terms and on any advance or premium;

(e) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on such lawful businesses necessary or incidental to the attainment of the purposes of the Corporation, whether such businesses are similar in nature to the objects and powers hereinabove set forth or otherwise, provided the same be not forbidden by the laws of the State of Ohio.

The foregoing clauses shall be construed as objects, purposes and powers and nothing here shall be deemed to limit or exclude in any manner any power, right or privilege given to the Corporation by law or the authority which it is or might be permitted to exercise under the statutes of the State of Ohio.

**FOURTH:** The maximum number of shares which the Corporation is authorized to have outstanding is five hundred (500), all of which shall be common without par value.

**FIFTH:** The amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00). Shares without par value may be issued pursuant to subscriptions taken by the incorporators for such consideration as may be specified by them and after organization shares without par value now or hereafter authorized may be issued from time to time upon such consideration as may be fixed by the Board of Directors. The Board of Directors in its discretion may fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times and may determine what portion of the amount or amounts of consideration so received by the Corporation shall be and constitute stated capital. Any and all shares without par value the consideration for which as fixed by the incorporators or by the Board of Directors has been paid or delivered shall be fully paid and non-assessable.

**SIXTH:** To the extent permissible under the laws of the State of Ohio, and unless otherwise expressly directed by statute, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Ohio to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

**SEVENTH:** No holder of any shares of capital stock of the Corporation shall be entitled, as a matter of right, to purchase, subscribe for or otherwise acquire any new or additional shares of capital stock of the Corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares of capital stock of the Corporation.

**EIGHTH:** Any provision hereof to the contrary notwithstanding, the Corporation shall have the power upon the affirmative vote of a simple majority of its Board of Directors to purchase, hold sell and transfer shares of its own capital stock provided it shall not use its funds or property for such purpose when such use would cause any impairment of its capital and provided further that the shares of its own capital stock belonging to it and held as Treasury shares shall not be voted directly or indirectly.

**NINTH:** The Corporation reserves the right at any time and from time to time substantially to change, alter, add to or diminish its purposes as specified in these Articles of Incorporation in any manner now or hereafter permitted by law. Any such change in the purpose of the Corporation if accomplished in a manner now or hereafter permitted by law shall be binding and conclusive upon every shareholder of the Corporation as fully as if such shareholder had voted therefor at a meeting of the shareholders authorizing such change, and no shareholder notwithstanding he may have voted against such change or objected thereto in writing shall be entitled to payment of the full or fair cash value of his shares or of any other rights of a dissenting shareholder.

**TENTH:** These Articles of Incorporation may be amended at any time and from time to time in the manner provided by law.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 28th day of March, 1978.

INTERSTATE WARRANTY COMPANY

Warren L. Udisky  
Warren L. Udisky

Charles J. Silverman  
Charles J. Silverman

Timothy F. Waliger  
Timothy F. Waliger



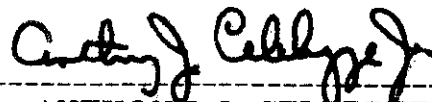
UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

I, ANTHONY J. CELEBREZZE, JR.,  
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an  
exemplified copy, carefully compared by me with the original record now in my official  
custody as Secretary of State, and found to be true and correct, of the

ARTICLES OF INCORPORATION  
OF  
INTERSTATE WARRANTY COMPANY

filed in this office on the 27TH day of MARCH A. D. 1978.  
and recorded on (in) Roll (~~Volume~~) E 0398 , Frame (Page) 0030 of  
the Records of Incorporations.

WITNESS my hand and official seal at  
Columbus, Ohio, this 7TH day  
of JANUARY A.D. 1980.

  
ANTHONY J. CELEBREZZE, JR.  
Secretary of State

