

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

REYNA FINANCIAL CORPORATION

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

Dated November 30th, 19 81.



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 REYNA FINANCIAL CORPORATION
2. *The name which it shall use in Idaho is REYNA FINANCIAL CORPORATION
3. It is incorporated under the laws of Ohio
4. The date of its incorporation is June 9, 1981 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 800 Germantown Street, Dayton, Ohio 45407
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:
To engage in any lawful act or activity which foreign corporations may engage in Idaho.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
(SEE ATTACHED RIDER)		

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
<u>1,000</u>	<u>Common</u>	<u>\$1.25</u>

(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
500	Common	\$1.25

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 November 19, 19 81.

By REYNA FINANCIAL CORPORATION
Robert H. Dugan
Robert H. Dugan
Its President
and Ronald M. Harwith
Ronald M. Harwith
Its Secretary

STATE OF OHIO)
COUNTY OF MONTGOMERY) ss:

I, Linda L. Stine, a notary public, do hereby certify that on this 19th day of November, 19 81, personally appeared before me Robert H. Dugan, who being by me first duly sworn, declared that he is the President of REYNA FINANCIAL CORPORATION.

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

LINDA L. STINE, Notary Public
In and for the State of Ohio
My Commission Expires June 29, 1984

Linda L. Stine
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.

OFFICERS OF REYNA FINANCIAL CORPORATION

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Richard H. Grant, Jr. Term Expires: 2/82	Chairman of the Board	800 Germantown Street Dayton, Ohio 45407
Edwin F. Strasser Term Expires: 2/82	Chief Executive Officer	800 Germantown Street Dayton, Ohio 45407
Robert H. Dugan Term Expires: 2/82	President/Chief Operating Officer	800 Germantown Street Dayton, Ohio 45407
Dale L. Medford Term Expires: 2/82	Treasurer	800 Germantown Street Dayton, Ohio 45407
Ronald M. Harwith Term Expires: 2/82	Secretary	800 Germantown Street Dayton, Ohio 45407
Darrell H. Holbrook Term Expires: 2/82	Asst. Treasurer/ Asst. Secretary	800 Germantown Street Dayton, Ohio 45407

DIRECTORS OF REYNA FINANCIAL CORPORATION

<u>NAME</u>	<u>ADDRESS</u>
Richard H. Grant, Jr. Term Expires: 2/83	800 Germantown Street Dayton, Ohio 45407
Edwin F. Strasser Term Expires: 2/83	800 Germantown Street Dayton, Ohio 45407
Robert G. Timberlake Term Expires: 2/82	800 Germantown Street Dayton, Ohio 45407
Richard H. Grant, III Term Expires: 2/82	800 Germantown Street Dayton, Ohio 45407
Kenneth W. Thiele Term Expires: 2/82	P. O. Box 1659 Dayton, Ohio 45401
Robert H. Dugan Term Expires: 2/84	800 Germantown Street Dayton, Ohio 45407
Gayle B. Price, Jr. Term Expires: 2/82	P. O. Box 825 Dayton, Ohio 45401
William H. Seall Term Expires: 2/83	33 W. First Street, Suite 600 Dayton, Ohio 45402
Robert F. Sharpe Term Expires: 2/84	P. O. Box 1145 Dayton, Ohio 45401

ARTICLES OF INCORPORATION
OF
REYNA FINANCIAL CORPORATION

10000000
10000000
10000000
Amount 10000000

FIRST: The name of the corporation is REYNA FINANCIAL CORPORATION.

SECOND: The place in the State of Ohio where its principal office is located is the City of Dayton, Montgomery County.

THIRD: The purposes for which it is formed are:

- a. To lease personal property, and act as agent, broker or advisor in the leasing of such property; and
- b. To make or acquire for its own account or for the account of others, loans and other extensions of credit to finance the acquisition of personal property; and
- c. To act as statutory agent for any domestic or foreign corporation as permitted by Sections 1701.07, 1702.06 and 1703.041, of the Ohio Revised Code, and amendments thereto; and
- d. To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code and amendments thereto. Nothing herein shall be deemed to limit or exclude in any manner any capacity, power, right, privilege or authority granted to, or inhering within, this corporation by virtue of the common law and the General Corporation Law of Ohio, as the same may be amended from time to time.

FOURTH: Number, Classes and Designation of Shares. The maximum number of shares which the corporation is authorized to have outstanding is 1,000 shares of Common Shares.

FIFTH: When authorized by the affirmative vote of the Board of Directors, without the action or approval of the shareholders of this corporation, unless such action or approval is required under the General Corporation Law of Ohio, as the same may be amended from time to time, this corporation may purchase or contract to purchase, at any time, any shares of any class owned by any person.

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corporation, voting trust certificates for shares, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness or any other securities of this corporation, if and when any holder of such securities desires to sell the same, for such prices and upon and subject to such terms and conditions as the Board of Directors may determine, provided that no such purchase shall be made, pursuant to any such contract or otherwise, if after such purchase the assets of this corporation would be less than its liabilities plus stated capital or if it is insolvent as defined in the General Corporation Law of Ohio, as the same may be amended from time to time, or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.

SIXTH: No holder of shares of any class of this corporation shall, as such holder, have any preemptive rights in, or preemptive rights to subscribe for or purchase, any shares of the corporation, or any bonds, debentures or other securities convertible into any shares of the corporation.

SEVENTH: No contract or transaction shall be void or voidable with respect to the corporation for the reason that it is between the corporation and one or more of its directors or officers, or between the corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract or transaction, if in any such case (a) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation held by persons not interested in the contract or transaction; or (c) the contract or transaction is fair as to the corporation as of the time it is authorized or approved by the directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee thereof which authorizes the contract or transactions.

EIGHTH: As more specifically set forth in the Code of Regulations of the corporation, the corporation may, in addition to any director or officer, employ such other persons as it may deem necessary or

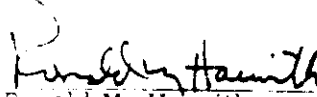
employee or agent of another corporation, partnership, joint venture, trust or other enterprise, the maximum indemnification permitted under Section 1701.13(E) of the Ohio Revised Code, including amendments thereto, or any comparable provisions of any future Ohio statute.

NINTH: The number of Directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the Code of Regulations, but in no event less than five. Election of Directors need not be by ballot unless the Code of Regulations so provides. The Directors shall be classified with respect to their terms of office by dividing them into three classes, each consisting as nearly as possible of one-third of the whole number of the Board of Directors. A Director's term of office shall be three years, except that, in order to provide for the rotation of members of the Board of Directors, initially and whenever necessary, a Director may be elected for a shorter term. At each Annual Meeting of Shareholders, the successors to the class of Directors whose terms expire at the time of such Annual Meeting shall be elected to hold office for a term of three years and until their successors are duly elected and have qualified, so that the term of office of one class of Directors shall expire in each year.

A Director may be removed from office as a Director at any time, but only for cause, by the affirmative vote of shareholders of record holding a majority of the outstanding voting securities of the corporation entitled to vote in the election of Directors at a meeting of the shareholders called for that purpose; provided that no Director shall be removed in case the votes of a sufficient number of shares are cast against his removal which, if cumulatively voted at an election of all the Directors, would be sufficient to elect at least one Director.

TENTH: Notwithstanding any other provisions of these Articles of Incorporation and any provisions of the Code of Regulations of the corporation, no amendment to the Articles of Incorporation shall amend, modify or repeal any or all of the provisions of Articles Ninth and Tenth, unless so adopted by the affirmative vote or consent of the holders of not less than sixty-five percent (65%) of the outstanding shares of the corporation entitled to vote in elections of Directors.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 9th day of June, 1981.


Ronald M. Harwith

The undersigned, being at least a majority of the incorporators of

PEYMA FINANCIAL CORPORATION

(Name of Corporation)

hereby appoint The Reynolds and Reynolds Company

(Name of Agent)

(a natural person resident in this state) or (a corporation having a business address in this state) ~~(which is not a corporation)~~ upon whom (which) any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

Its (its) complete address is 800 Germantown Street, Dayton,
(Street or Avenue) (City or Village)
Montgomery County, Ohio, 45407,
(Zip Code)

Ronald M. Harwith

Ronald M. Harwith

Glenn L. Bower

Glenn L. Bower

(Incorporators names should be typed or printed beneath signatures)

Dayton, Montgomery County, Ohio

June 9, 1981

PEYMA FINANCIAL CORPORATION

(Name of Corporation)

Gentlemen: I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

THE REYNOLDS AND REYNOLDS COMPANY

Ronald M. Harwith

Glenn L. Bower

5/10/81
APPROVED

By JK
Date 7-8-81
Amount 30,000

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REYNA FINANCIAL CORPORATION

RONALD M. HARWITH and GLENN L. BOWER, the incorporators of REYNA FINANCIAL CORPORATION, an Ohio corporation, do hereby certify that subscriptions to shares have not been received in such amount that the stated capital of such shares is at least equal to the stated capital set forth in the articles as that with which the corporation will begin business and that at a meeting of the incorporators duly held on June 9, 1981, the following resolution amending the Articles of Incorporation was duly adopted in order to more accurately set forth the intent of the incorporators:

RESOLVED, that Article Fourth of the Articles of Incorporation of Reyna Financial Corporation is hereby deleted, and the following Article Fourth is placed in its stead:

FOURTH: Number, Classes and Designation of Shares. The maximum number of shares which the Corporation is authorized to have outstanding is 1,000 Common Shares, par value of \$1.25 per share. The amount of stated capital with which the Corporation will begin business is Six Hundred Twenty-five Dollars (\$625).

IN WITNESS WHEREOF, said RONALD M. HARWITH and GLENN L. BOWER, the incorporators of REYNA FINANCIAL CORPORATION, acting for and on behalf of said Corporation, have hereunto subscribed their names this 9th day of June, 1981.

Ronald M. Harwith
Ronald M. Harwith

Glenn L. Bower
Glenn L. Bower

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 REYNA FINANCIAL CORPORATION, an Ohio corporation,
Charter #576141, filed June 9, 1981 recorded Roll E916 Frame 1351; Certificate
of Amendment

filed in this office on the 8th day of September A.D. 1981
and recorded on ~~(in)~~ Roll ~~(Volume)~~ E965, Frame ~~(Page)~~ 1630 of
the Records of Incorporations.



WITNESS my hand and official seal at
Columbus, Ohio, this 25th day
of November A.D. 19 81

Anthony J. Celebrezze, Jr.

ANTHONY J. CELEBREZZE, JR.

Secretary of State