



**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF**

**BETA LEASING CORPORATION**

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

Dated **November 21, 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:

1. The name of the corporation is BETA LEASING CORPORATION
2. \*The name which it shall use in Idaho is BETA LEASING CORPORATION
3. It is incorporated under the laws of Texas
4. The date of its incorporation is November 2, 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 5225 Hollister, Houston, TX 77040
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:  
To engage in any lawful business and to provide equipment leasing services.

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

| Name               | Office | Address |
|--------------------|--------|---------|
| SEE ATTACHED RIDER |        |         |
|                    |        |         |
|                    |        |         |
|                    |        |         |

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 |
|------------------|--------|--|
| 100              | common | \$10.00  |
|                  |        |  |
|                  |        |  |

(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 |
|------------------|--------|--|
| 100              | common | \$10.00  |

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.  
(to be added before filing)

Dated November 16, 1983.

BETA LEASING CORPORATION

By Mary Lou White  
Mary Lou White  
Its Exec. V. - President  
and Pamela W. Shotwell  
Pam Shotwell  
Its \_\_\_\_\_ Secretary

STATE OF TEXAS )  
COUNTY OF HARRIS ) ss:

I, Susan E. Barron, a notary public, do hereby certify that on this 16<sup>th</sup> day of November, 1983, personally appeared before me Mary Lou White, who being by me first duly sworn, declared that he is the Executive Vice President of BETA LEASING CORPORATION.

that he signed the foregoing document as Exec. Vice-Pres. of the corporation and that the statements therein contained are true.

Susan E. Barron  
Notary Public  
my Commission Expires 10-17-85

\*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 AND DIRECTORS - BETA LEASING CORPORATION

| <u>NAME</u>    | <u>OFFICE</u>                                  |
|----------------|--|
| F. C. HADFIELD | President, Chairman of Board,<br>Sole Director |
| MARY LOU WHITE | Executive Vice President                       |
| JOE LAMBERT    | Senior Vice President, Treasurer               |
| PAM SHOTWELL   | Secretary                                      |

Address Of All Listed Above: 5225 Hollister, Houston, Texas 77040



# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

BETA LEASING CORPORATION

Articles of Incorporation

November 2, 1981

Change of Registered Office or Registered Agent

July 18, 1983

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

14th day of November, A. D. 1983



  
Secretary of State  
dem

ARTICLES OF INCORPORATION

OF

BETA LEASING CORPORATION

NOV 02 1981

I, the undersigned natural person of the age of twenty-one (21) years or more, who is a citizen of the State of Texas, acting as an incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the Corporation is Beta Leasing Corporation.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purposes for which the Corporation is organized are:

To provide equipment leasing services;

To deal in and transact business with respect to real and personal property and services subject to the Texas Business Corporation act and to Part Four of the Texas Miscellaneous Corporation Laws Act; and

In general, to carry out any other business and to have and exercise all the powers conferred by the laws of Texas upon corporations formed under the Texas Business Corporation Act, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE IV.

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares of stock at \$10.00 dollars par value per share, all of which shall be of the same class.

ARTICLE V.

The Corporation will not commence business until it has received for the issuance of its shares consideration of a value

of at least \$1,000.00, consisting of money, labor done or property actually received.

#### ARTICLE VI.

No shareholder shall have any preemptive right to acquire any additional unissued or treasury shares of the Corporation of any class now or hereafter authorized or held.

#### ARTICLE VII.

Shareholders of this Corporation shall not have the right to accumulate their votes at any election of directors. At each such election for directors, each shareholder shall be entitled to vote in person or by proxy the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

No holder of securities of the Corporation shall be entitled as a matter of right, pre-emptive or otherwise, to subscribe for or purchase any securities of the Corporation now or hereafter authorized to be issued, or securities held in the treasury of the Corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise. Any such securities may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

#### ARTICLE VIII.

The Corporation shall indemnify every director and officer, his heirs, executors and administrators, against expenses actually and reasonably incurred by him, as well as any amount paid upon a judgment, in connection with any action, suit or proceeding, civil or criminal, to which he may be made a party by reason of his being or having been a director or officer of the Corporation, or at the request of the Corporation, having been a director or officer of any other corporation of which the Corporation was at such time a stockholder or creditor and from which other corporation he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty to the Corporation. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

#### ARTICLE IX.

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that one or more of the directors or officers of this Corporation is interested in or is a director or officer of such other corporation, and any director or officer individually may be a party to or may be interested in any contract or transaction of this Corporation. No contract or transaction of this Corporation with any person or persons, firm or association shall be affected by the fact that any director or officer of this Corporation is a party to or interested in such contract or transaction, or in any way connected with such person or persons, firm or association, provided that the interest in any such contract or other transaction of any such director or officer shall be fully disclosed and that such contract or other transaction shall be authorized or ratified by the vote of a sufficient number of directors of this Corporation not so interested. In the absence of fraud, no director or officer having any adverse interest shall be liable to the Corporation or to any shareholder or creditor thereof, or to any other persons, for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director or officer be accountable for any gains or profits realized thereon. In any case described in this Article IX, any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or ratify any such contract or transaction.

#### ARTICLE X.

The address of the initial registered office of the Corporation is 5225 Hollister Road, Houston, Texas. The name of the initial registered agent of the Corporation at such address is F. C. Hadfield.

#### ARTICLE XI.

The initial Board of Directors shall consist of one director.

Directors need not be residents of the State of Texas or shareholders of the Corporation.

The Board of Directors shall have the power to alter, amend, or repeal the ByLaws of the Corporation, or to adopt new ByLaws.

The name and address of the person who is to serve as director until the first annual meeting of the shareholders and until his successor or successors shall have been elected and



qualified, unless the same shall be replaced in accordance with the provisions of the ByLaws, is as follows:

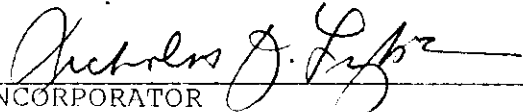
F. C. Hadfield  
5225 Hollister  
Houston, Texas 77040

ARTICLE XII.

The name and address of the incorporator of the Corporation is as follows:

Nicholas J. Lykos  
5225 Hollister  
Houston, Texas 77040

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article XII, executes these Articles of Incorporation and certify to the truth of the facts stated therein this 30<sup>th</sup> day of October, 1981.

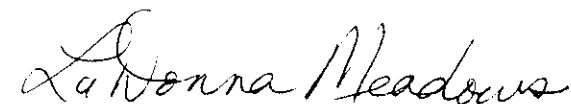
  
\_\_\_\_\_  
INCORPORATOR

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Nichlas J. Lykos, having been first duly sworn by me, on oath deposed and said for himself that the statements contained in the foregoing instrument are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 30<sup>th</sup> day of October, 1981.

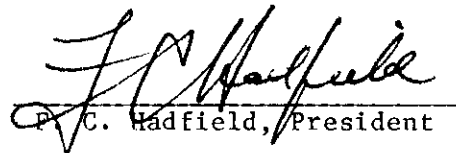
  
\_\_\_\_\_  
Notary Public in and for  
The State of T e x a s

My commission expires: 12-1-84

Statement of Change of Registered  
Agent by a Texas Domestic Corporation

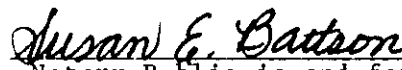
FILED  
In the Office of the  
Secretary of State  
JUL 18 1983  
Austin, Texas

1. The name of the Corporation is Beta Leasing Corporation.
2. The address, including street number, of its present registered office as shown in the records of the Secretary of the State of Texas prior to filing this statement is:  
  
5225 Hollister  
Houston, TX 77040
3. The address, including street and number, to which its registered office is to be changed is:  
  
no change
4. The name of its present registered agent, as shown, in the records of the Secretary of the State of Texas prior to filing this statement is F. C. Hadfield.
5. The name of its new registered agent is Mary Lou White.
6. The address of its registered office and the address of the business office of its registered agent will be identical.
7. Such change was authorized by the sole Director.

  
F. C. Hadfield, President

State of Texas  
County of Harris

Before me, a Notary Public, on this 11th day of July, 1983  
personally appeared before me F. C. Hadfield, who being by me first  
sworn, declared that he is the President of Beta Leasing Corporation,  
that he signed the foregoing document as President of the Corporation  
and that the statements contained therein are true.

  
Notary Public in and for the  
State of Texas  
My commission expires  
10-17-85