

SEAL OF THE STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



88041522

**Whereas**, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF BNE VEHICLE LEASING, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF MASSACHUSETTS HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof**, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 12TH day of JANUARY AD 1988 and of the Independence of the United States the two hundred and 12TH.



*Jim Edgar*  
SECRETARY OF STATE

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Property of Cook County Clerk's Office

Submit in Duplicate

Remit payment in Certified Check, Cashiers' Check or a Money Order, payable to "Secretary of State". DO NOT SEND CASH!

**JIM EDGAR**  
Secretary of State  
State of Illinois

**APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO TRANSACT  
BUSINESS IN ILLINOIS**

This Space For Use By Secretary of State	
Date	1-12-88
License Fee	\$ .50
Franchise Tax	\$ 25.00
Filing Fee	\$ 75.00
Penalties	\$
Clerk	\$ 100.50

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is BNE VEHICLE LEASING, INC.  
(Shall contain the word "corporation", "company", "incorporated";

or "limited"; or shall contain an abbreviation of one of such words)

(To be completed only if the corporate name is not available)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is \_\_\_\_\_

2. State or Country \_\_\_\_\_ Date of Incorporation Massachusetts Nov. 13, 81 Period of Duration perpetual

3. The address of its principal office, wherever located, is 28 State St., Boston, MA 02109

and the address of its principal office in Illinois is None

4. The name and address of its registered agent and its registered office in Illinois are:

Registered Agent C T CORPORATION SYSTEM  
First Name Middle Name Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street  
Number Street Suite # (A P.O. box alone is not acceptable)  
Chicago 60604 Cook  
City Zip Code County

5. The states and countries in which it is admitted or qualified to transact business are:

Alabama & Texas.

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

	No. & Street	City	State	Zip
President				
Secretary				
Director	<u>See attached rider</u>			
Director				
Director				

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To purchase, receive, lease or otherwise acquire tangible or intangible property of every nature and description, or any interest therein, and to lease or otherwise grant the use of, sell, convey, mortgage, pledge, exchange, transfer or otherwise dispose of such property in whole or in part, to engage in financing activities, including the lending of money or other property to others and the acquisition and disposition of mortgages, pledges or other security interests in tangible or intangible property of every nature and description in connection with such loans or otherwise to do any or the foregoing as principal or agent or in any other capacity; and to engage in any lawful act or activity for which corporations may be organized under the Massachusetts General Laws and permitted under the Illinois Business Corporation Act.

If not sufficient space to cover the point, add one or more sheets of this size

In this State are:

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business

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8. The number of shares which it is authorized to issue and which it has issued are:

Class	* Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$1.00	250,000	1,000

\* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "na".

9. The amount of paid-in capital\*\* is

1,000

\*\* "Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

(COMPLETE EITHER #10 or #11 below)

\$11,000

10.  The corporation elects to pay its license fees and its franchise taxes on the basis of 100% of its paid-in capital

11. (a) —Give an estimate of the total value of all the property of the corporation for the following year \$ 45,000,000
- (b) —Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois \$ 1,000,000
- (c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ 15,500,000
- (d) —State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois \$ 1,500,000

12 INTERROGATORIES

- \*\*\* (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?  
Boston, Massachusetts.
- (b) The number of shares of all classes owned by residents of Illinois is: na
- (c) The number of shares of all classes owned by non-residents of Illinois is: 1,000
- (d) Is the corporation transacting business in this State at this time? No
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois:

13 This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old.

• PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\*\* When the response to #12(a) lists ONLY an Illinois address, then the total business as reflected in #11(c) is also considered to be an Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #12(a).

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Form BCA-12.15

File No. \_\_\_\_\_

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

Filing Fee \$75.00 plus applicable license fee  
and franchise tax

**FILED**

JAN 12 1988

JIM EDGAR  
Secretary of State

RETURN TO:

Corporation Department  
Secretary of State  
Springfield, Illinois 62756  
Telephone 217 - 782-6961

**PAID**

JAN 12 1988

**\$17.00**

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DEPT-01  
14444 TRIN 0080 01:20/88 09:47:00  
#0493 # 32 \* 010-47-1522  
COOK COUNTY RECORDS

22510-0-83

attested by

Halsey B. Collins

(Signature of Secretary of Assistant Secretary)

Dated December 18, 19 87

BNE VEHICLE LEASING, INC.

(Type Name of Corporation)

by *[Signature]*

(Signature of President or Vice President)

Gary L. Christensen

(Type or Print Name and Title)

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

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14-02-15-00-3307 67

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(11/17/07)

OFFICERS AND DIRECTORS (BNE Vehicle Leasing, Inc) | 5 2 2

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
<b><u>DIRECTORS</u></b>		
Leo R. Breitman	Director*	30 Westgate Road Wellesley, MA 02181
Richard D. Driscoll	Director*	116 Laurel Road Chestnut Hill, MA 02167
Peter H. McCormick	Director*	35 Crafts Road Chestnut Hill, MA 02167
Eugene F. McCulloch, Jr.	Director (Chairman and President)*	182 Dedham Street Dover, MA 02030
Arthur H. Meehan	Director	5 Fox Run Road Dover, MA 02030
Joseph J. Whiteside	Director (Treasurer)	58 Bristol Road Wellesley, MA 02181
M. Thomas Wilson, Jr.	Director*	136 Village Avenue Dedham, MA 02026
*Member of Executive Committee		
<b><u>OFFICERS</u></b>		
Eugene F. McCulloch, Jr.	Chairman of the Board of Directors and President	182 Dedham Street Dover, MA 02030
Leo R. Chausse	Senior Vice President, Chief Financial and Administrative Officer, Assistant Secretary and Assistant Clerk	52 Wildewood Drive Canton, MA 02021 580-11522
Gary L. Christensen	Senior Vice President	82 Forest Avenue Cohasset, MA 02025
Michael W. Lieber	Senior Vice President	85 Berkshire Road Newtonville, MA 02160
David A. Meehan	Senior Vice President	95 Orchard Street Belmont, MA 02178
Philip S. Sternstein	Senior Vice President, General Counsel, Secretary and Clerk	38 Lehigh Road Wellesley, MA 02181

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## OFFICERS (BNEVL cont'd.)

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Carl R. Vercollone	Senior Vice President	Weston Road Lincoln, MA 01773
John D. Buckley, Jr.	Vice President - Sales Administration	41 Smith Street Chelmsford, MA 01824
Halsey B. Collins	Vice President, Senior Counsel, Assistant Secretary and Assistant Clerk	45 Mt. Vernon Street Boston, MA 02108
Richard L. Dauphinais	Vice President and Chief Credit Officer	30 Carter Drive Framingham, MA 01701
Susan Giroux Dee	Vice President, Senior Counsel, Assistant Secretary and Assistant Clerk	16 Framar Road Wellesley, MA 02181
Ronald R. Koopman	Vice President- Regional Manager	196 Red Acre Road Stow, MA 01775
Gary L. Miller	Vice President and General Manager	43 Ivy Lane Sherborn, MA 01770
Richard F. Quinn, Jr.	Vice President and Controller	16 Squantum Avenue North Easton, MA 02356
Thomas J. Thornton	Vice President	159 Belmont Avenue Lowell, MA 01852
Joseph J. Whiteside	Treasurer	58 Bristol Road Wellesley, MA 02181

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