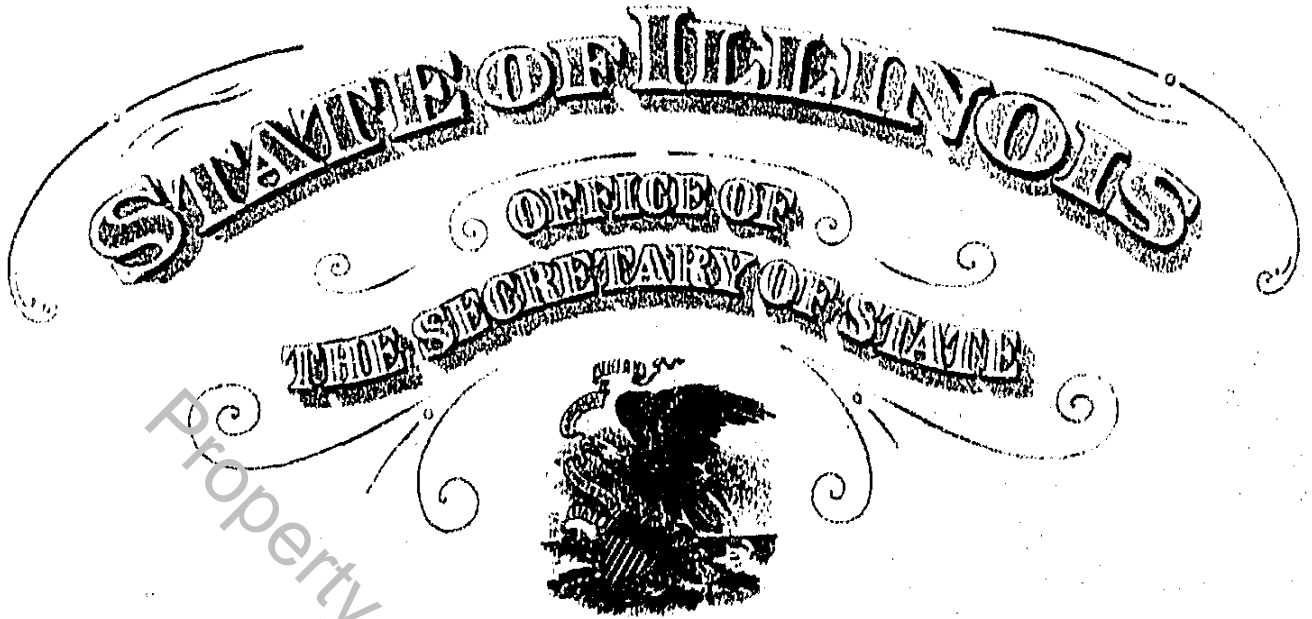


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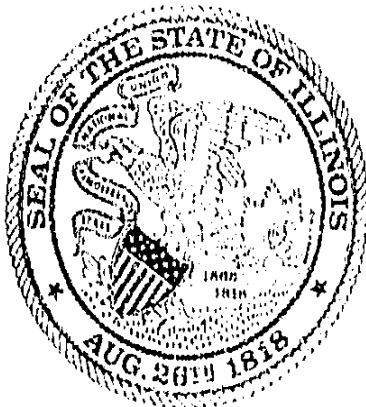


**Whereas,** ARTICLES OF INCORPORATION OF  
CU/AMERICA FINANCIAL SERVICES, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

93958385

*Now Therefore, I, George H. Ryan, 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 18TH  
day of NOVEMBER A.D. 19 93 and  
of the Independence of the United States  
the two hundred and 18TH*



*George H. Ryan*  
SECRETARY OF STATE

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Page 1 of 1

Property of Cook County Clerk's Office

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<p>Form <b>BCA-2.10</b> <b>ARTICLES OF INCORPORATION</b> (Rev. Jan. 1991)</p> <p>George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-6961</p> <p>Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."</p>	<p><b>FILED</b></p> <p>NOV 18 1993</p> <p>GEORGE H. RYAN SECRETARY OF STATE</p>	<p style="text-align: center;"><b>SUBMIT IN DUPLICATE!</b></p> <p style="text-align: center; font-size: small;">This space for use by Secretary of State</p> <p>Date <u>11-15-93</u></p> <p>Franchise Tax \$ <u>25</u></p> <p>Filing Fee \$ <u>75</u></p> <p>Approved: <u>E</u> <u>100</u></p>
--	---	--

1. **CORPORATE NAME:** CU/AMERICA FINANCIAL SERVICES, INC.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. **Initial Registered Agent:** Michael J. Philippi

**Initial Registered Office:** 3500 Third First National Plaza  
 Chicago, IL 60602 Cook County

3. **Purpose or purposes for which the corporation is organized:**  
 (If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in all lawful businesses for which a corporation may be formed under the Business Corporation Act of Illinois, as amended.

DEPT-01 \$27.50  
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 65948 \* - 93 - 958385  
 COOK COUNTY RECORDER

4. **Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:**

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
A Common	\$ 15.00	10,000	1	\$ 15.00
B Common	10.00	50,000	0	0
Preferred	100.00	50,000	0	0
<b>TOTAL</b>				<b>\$ 15.00</b>

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:  
 (If not sufficient space to cover this point, add one or more sheets of this size.)

See attached Rider

EXPEDITED

NOV 18 1993

(over) SECRETARY OF STATE

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: \_\_\_\_\_  
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_  
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_  
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_  
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated November 17, 19 93

Signature and Name	Address
1. <u><i>William J. Wilcop, Jr.</i></u> Signature <u>William J. Wilcop, Jr., President of</u> (Type or Print Name)	1. <u>3080 Ogden Avenue, Suite 205</u> Street <u>Lisle, IL 60532</u> City/Town State Zip Code
2. <u>CU Mortgage Services, Inc.</u> Signature  (Type or Print Name)	2. _____ Street  City/Town State Zip Code
3. _____ Signature  (Type or Print Name)	3. _____ Street  City/Town State Zip Code

(Signatures must be in ink on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)  
NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice President and verified by him, and attested by its Secretary or Assistant Secretary.

### FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25 and a maximum of \$1,000,000.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.  
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

Illinois Secretary of State      Springfield, IL 62756  
Department of Business Services      Telephone (217) 782-6961

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RIDER

TO

FORM BCA-2.10 - ARTICLES OF INCORPORATION

OF

CU/AMERICA FINANCIAL SERVICES, INC.

## ARTICLE 4.

Paragraph 2: The preferences, qualification, limitations, restrictions and special or relative rights in respect of the shares of each class are:

- (a) The holders of the Class A Common Shares and the Class B Common Shares shall be of equal rank and shall entitle the holders thereof to the same rights and privileges, except that the holders of the Class B Common Shares shall have no voting power (except as may be required by law).
- (b) The Board of Directors of the Corporation is expressly vested with and shall have the full power and authority, at any time and from time to time, to fix by resolution or resolutions one or more series of the Preferred Shares, each of which series shall have such voting rights, full or limited, or no voting rights, and such preferences, qualifications, limitations, restrictions and special or relative rights as shall be stated in the resolution or resolutions providing for the issuance of such series.
- (c) The right of a holder of shares of the Corporation to cumulative his votes in elections of directors hereby is denied.

33958385



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AFTER RECORDING

PLEASE MAIL TO:

P.M. FUNKENBUSCH  
Coffield Ungaretti & Harris  
3500 Three First National Plaza  
Chicago, Illinois 60602

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COOK COUNTY CLERK'S OFFICE  
100 N. LAUREL ST. CHICAGO, IL 60602  
TEL: 312.603.1000 FAX: 312.603.1001  
WWW.COOKCOUNTYCLERK.COM