

Filing Fee: \$150.00

License Fee: \$15.00 minimum (§7-1.1-124)

ID Number:

113520

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is GMAC Mortgage Investments, Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
4. The date of its incorporation is 3/23/00 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 Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T CORPORATION SYSTEM
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Mortgage Banking. To engage in any lawful act or activity for which corporations may be organized under general corporation law of Rhode Island
8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	See attached list of Officers and Directors	
Director		
President		
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1000	Common	No Series	\$0.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1000	Common	No Series	\$0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.01.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.01.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is _____%. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.01.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is _____% [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: June 19, 2000

GMAC Mortgage Investments, Inc.

Print Exact Name of Corporation Making Application

By [Signature] Robert H. Patterson
☐ President or ☒ Vice President (check one)

By [Signature] **AND** Jonathan P. Andrews
☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF Pennsylvania
COUNTY OF Montgomery

In Horsham, on this 19th day of June, 2000, personally appeared before me Robert H. Patterson who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

NOTARIAL SEAL
MARY E. PIERSON, Notary Public
Horsham Twp., Montgomery County
My Commission Expires Nov. 15, 2003

Notary Public [Signature]
My Commission Expires: 11-15-2003

GMAC Mortgage Investments, Inc.

3773 Howard Hughes Parkway
Suite 300 N
Las Vegas, NV 89109

Officer Name	Position	Location
Jonathan P. Andrews	Assistant Secretary	100 Witmer Road, Horsham, PA 19044
Jonathan P. Andrews	Vice President	100 Witmer Road, Horsham, PA 19044
Dennis Geer	Director	100 Witmer Road, Horsham, PA 19044
Michael S. Keim	Vice President	100 Witmer Road, Horsham, PA 19044
Richard F. Klump	Assistant Secretary	3773 Howard Hughes Parkway, Suite 300 N, Las Vegas, NV 89109
Richard F. Klump	Vice President	3773 Howard Hughes Parkway, Suite 300 N, Las Vegas, NV 89109
Richard F. Klump	Director	3773 Howard Hughes Parkway, Suite 300 N, Las Vegas, NV 89109
Brian C. Lasko	Director	3800 West 80th Street, Bloomington, MN 55431
R. Alan Lindsay	Treasurer	100 Witmer Road, Horsham, PA 19044
Christopher J. Monigle	Vice President	3800 West 80th Street, Bloomington, MN 55431
Christopher J. Monigle	Assistant Secretary	3800 West 80th Street, Bloomington, MN 55431
R. Michael O'Brien	President	100 Witmer Road, Horsham, PA 19044
R. Michael O'Brien	Director	100 Witmer Road, Horsham, PA 19044
Jane Parr	Assistant Secretary	3800 West 80th Street, Bloomington, MN 55431
Jane Parr	Vice President	3800 West 80th Street, Bloomington, MN 55431
Robert H. Patterson	Vice President	100 Witmer Road, Horsham, PA 19044
Robert H. Patterson	Secretary	100 Witmer Road, Horsham, PA 19044
David C. Walker	Director	3031 W. Grand Blvd., Detroit, MI 48202

Friday, June 16, 2000

To the Secretary of State
State of Rhode Island
Providence, Rhode Island

GMAC Mortgage Group, Inc., a corporation organized and existing under and by virtue of the laws of the State of Michigan, and authorized to transact business in the State of Rhode Island hereby consents to the qualification in Rhode Island of a corporation having the name GMAC Mortgage Investments, Inc.

In Witness Whereof said GMAC Mortgage Group, Inc. has caused these presents to be executed in its corporate name by its Secretary, thereunto duly authorized, and its corporate seal to be hereunto affixed, this 10th day of July, 2000.

GMAC Mortgage Group, Inc.


By: C. L. Quenneville, Secretary

(Corporate Seal)

Attest:


Assistant Secretary

To the Secretary of State
State of Rhode Island
Providence, Rhode Island

GMAC Investment Services, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware, and authorized to transact business in the State of Rhode Island hereby consents to the qualification in Rhode Island of a corporation having the name GMAC Mortgage Investments, Inc.

In Witness Whereof said GMAC Investment Services, Inc. has caused these presents to be executed in its corporate name by its Secretary, thereunto duly authorized, and its corporate seal to be hereunto affixed, this 10th day of July, 2000.

GMAC Investment Services, Inc.


By: C. L. Quenneville, Secretary

(Corporate Seal)

Attest:

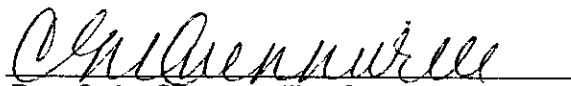

Assistant Secretary

To the Secretary of State
State of Rhode Island
Providence, Rhode Island

General Motors Acceptance Corporation, a corporation organized and existing under and by virtue of the laws of the State of Delaware, and authorized to transact business in the State of Rhode Island hereby consents to the qualification in Rhode Island of a corporation having the name GMAC Mortgage Investments, Inc.

In Witness Whereof said General Motors Acceptance Corporation has caused these presents to be executed in its corporate name by its Secretary, thereunto duly authorized, and its corporate seal to be hereunto affixed, this 10th day of July, 2000.

General Motors Acceptance Corporation


By: C. L. Quenneville, Secretary

(Corporate Seal)

Attest:


Assistant Secretary

To the Secretary of State
State of Rhode Island
Providence, Rhode Island

GMAC Leasing Corporation, a corporation organized and existing under and by virtue of the laws of the State of Delaware, and authorized to transact business in the State of Rhode Island hereby consents to the qualification in Rhode Island of a corporation having the name GMAC Mortgage Investments, Inc.

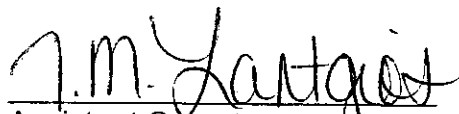
In Witness Whereof said GMAC Leasing Corporation has caused these presents to be executed in its corporate name by its Secretary, thereunto duly authorized, and its corporate seal to be hereunto affixed, this 10th day of July, 2000.

GMAC Leasing Corporation


By: C. L. Quenneville, Secretary

(Corporate Seal)

Attest:


Assistant Secretary

To the Secretary of State
State of Rhode Island
Providence, Rhode Island


GMAC Mortgage Corporation, a corporation organized
and existing under and by virtue of the laws of the State of Delaware
, *and authorized to transact business in the State of
Rhode Island* hereby consents to the (qualification) in Rhode Island of
a corporation having the name GMAC Mortgage Investments, Inc.

In Witness Whereof said GMAC Mortgage Corporation
has caused these presents to be executed in its corporate name by its
President, thereunto duly authorized, and its corporate
seal to be hereunto affixed, this 30th day of June, ~~xx~~2000

GMAC Mortgage Corporation
By R. Michael O'Brien
(Signature and title of officer)
R. Michael O'Brien, President


(CORPORATE SEAL)

Attest:


Secretary
Robert H. Patterson

*Omit these words if consenting corporation is organized in Rhode Island.

GMAC Commercial Mortgage Corporation, a corporation organized and existing under and by virtue of the laws of the State of California, *and authorized to transact business in the State of _____, Rhode Island* hereby consents to the (qualification) in Rhode Island of a corporation having the name GMAC Mortgage Investments Inc.


 By Robin L. Litwa, Vice President
 (Signature and title of officer)
 GMAC Commercial Mortgage Corporation

Attest:

*Omit these words if consenting corporation is organized in Rhode Island.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GMAC MORTGAGE INVESTMENTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MARCH, A.D. 2000, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3193516 8100

001318472

AUTHENTICATION: 0515735

DATE: 06-22-00

4-23-00

CERTIFICATE OF INCORPORATION OF

GMAC Mortgage Investments, Inc.

1. The name of the corporation is GMAC Mortgage Investments, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purpose to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is: One thousand (1,000), and the par value of each of such shares is \$.01 amounting in the aggregate to Ten Dollars (\$10.00).
5. The name and mailing address of the incorporator is as follows:

Jonathan P. Andrews, 100 Witmer Road, Horsham, PA 19044

The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

Brian C. Lasko, 3800 W. 80th Street, Suite 1455, Bloomington, MN 55431
Dennis F. Geer, 100 Witmer Road, Horsham, PA 19044
Richard F. Klumpp, 3773 Howard Hughes Parkway, Suite 300 N, Las Vegas, NV 89109
R. Michael O'Brien, 100 Witmer Road, Horsham, PA 19044
David C. Walker, 3031 W. Grand Blvd., Detroit, MI 48202

6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.
8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve the intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 21st day of March, 2000.



Jonathan P. Andrews