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ID Number:

146700



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
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 CMINY, Inc.
2. It is incorporated under the laws of New York
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:
CMINY, Inc.
 - (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 05/07/1984 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 111 Eighth Ave., New York, New York 10011
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 CT 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:
To offer consumer and commercial credit and other related financial services.

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	_____	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

Form No. 150
Revised: 07/03

SEE ATTACHMENT

FILED
MAR 25 2005
By

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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 200,000	Common		1.00 1.00

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		1.00 1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
~~\$0.0000~~ 51,647,573,000
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
~~\$0.0000~~ ~~186,274,000~~ 80,477,000
- (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 .1558 %. [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
\$ 2,544,622,890
- (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 \$ ~~0.0000~~ 3,965,020
- (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 .1558 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
.1452
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: 3/22/05

CMINY, Inc.

Print Exact Name of Corporation Making Application

By Jeffery L. Boyher
☐ President or ☒ Vice President (check one)

Jeffery L. Boyher

By Henry Prozorowski
☐ Secretary or ☒ Assistant Secretary (check one)

Henry Prozorowski

STATE OF Missouri
COUNTY OF St. Charles

In O'Fallon, on this 22nd day of March, 2005, before me personally appeared Jeffery L. Boyher and Henry Prozorowski who, being duly sworn, declared that he/she is the Vice President and Asst. Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

DIANE TWICHELL
Notary Public - State of Missouri
County of St. Charles

Diane Twichell
Notary Public
My Commission Expires: 7/15/08

CMINY, Inc.
Officers and Directors

Name	Office	Address
David C. Schneider	Director Chairman President	1000 Technology Drive O'Fallon, Missouri 63304
Paul R. Ince	Chief Financial Officer Treasurer	1000 Technology Drive O'Fallon, Missouri 63304
Jeffrey L. Boyher	Vice President Secretary	1000 Technology Drive O'Fallon, Missouri 63304
Ralph O. Collins	Vice President Assistant Secretary	1000 Technology Drive O'Fallon, Missouri 63304
Robert J. Jones	Vice President Assistant Treasurer	1000 Technology Drive O'Fallon, Missouri 63304
Lawrence J. Kettenbach	Vice President Assistant Secretary	1000 Technology Drive O'Fallon, Missouri 63304
Victoria A. Kiehl	Vice President Assistant Secretary	1000 Technology Drive O'Fallon, Missouri 63304
P. Michael Nugent	Vice President Assistant Secretary	1000 Technology Drive O'Fallon, Missouri 63304
Henry B. Prozorowski	Vice President Assistant Secretary	1000 Technology Drive O'Fallon, Missouri 63304

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **March 21, 2005**



A handwritten signature in black ink, appearing to read "R. A. S.", written over a horizontal line.

Secretary of State

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CT-07

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

BT INTERNATIONAL TRADING CORPORATION

UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

1. The name of the corporation is BT International Trading Corporation (the "Corporation").
2. The certificate of incorporation was originally filed by the Department of State on May 7, 1984, and the Restated Certificate of Incorporation was filed by the Department of State on May 24, 1984 (the "Restated Certificate").
3. The Restated Certificate is hereby amended to (a) change the name of the Corporation to CMINY, Inc.; (b) to change the purposes for which the Corporation was formed; (c) to increase the number of shares of common stock the Corporation is authorized to issue from 1,000 to 200,000; (d) to provide that the holders of the shares of the Corporation's common stock will not have preemptive rights; (e) to change the address to which the Secretary of State shall mail copy of any process against the Corporation served upon him; (f) to designate CT Corporation System as registered agent for the Corporation in the State of New York; and (g) to add the provisions set forth below in Article SEVENTH.
4. The amendments to the Restated Certificate were authorized by the Board of Directors of the Corporation followed by the written consent of the holder of all of the outstanding shares of the Corporation's capital stock.
5. The text of the Restated Certificate, as so amended, is hereby restated to read in its entirety as follows:

FIRST: The Corporation's name is CMINY, Inc.

SECOND: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York (as amended from time to time, the "Business Corporation Law"). Without limiting in any manner the scope and generality of the foregoing, the Corporation shall have the following purposes and powers:

- A. To acquire by purchase, subscription, or otherwise and to receive, hold, own, guarantee (to the extent permitted by law), sell, assign, exchange, transfer, mortgage, pledge, or otherwise dispose of or deal in and with any and all securities, as such term is hereinafter defined, issued or created by any corporation, firm, organization, association or other entity, public or private, whether formed under the laws of the United States of America or

of any state, commonwealth, territory, dependency or possession thereof, or of any foreign country or of any political subdivision, territory, dependency, possession or municipality thereof, or issued or created by the United States of America or any state or commonwealth thereof or any foreign country, or by any agency, subdivision, territory, dependency, possession or municipality of any of the foregoing, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon. The term "securities" as used in this Amended and Restated Certificate of Incorporation shall mean any and all notes, stocks, treasury stocks, bonds, debentures, evidences of indebtedness, certificates of interest or participation in any profit-sharing agreement, collateral trust certificates, preorganization certificates of deposit for a security, fractional undivided interests in oil, gas, or other mineral rights, or, in general any interests or instruments commonly known as "securities", or any and all certificates of interest or participation in, temporary or interim certificates for, receipts for, guarantees of, or warrants or rights to subscribe to or purchase, any of the foregoing.

- B. To make, establish and maintain investments in securities, and to supervise and manage such investments.
- C. To cause to be organized under the laws of the United States of America or of any state, commonwealth, territory, dependency or possession thereof, or of any foreign country or of any political subdivision, territory, corporations, firms, organizations, associations or other entities and to cause the same to be dissolved, wound up, liquidated, merged or consolidated.
- D. To acquire by purchase or exchange, or by transfer to or by merger or consolidation with the Corporation or any corporation, firm, organization, association or other entity directly or indirectly owned or controlled by, or under common ownership or control with, the Corporation, or to otherwise acquire, the whole or any part of the business, good will, rights, or other assets of any corporation, firm, organization, association or other entity, and to undertake or assume in connection therewith the whole or any part of the liabilities and obligations thereof, to effect any such acquisition in whole or in part by delivery of cash or other property, including securities issued by the Corporation or by any other corporation directly or indirectly owning or controlling the Corporation, or by any other lawful means.
- E. To make loans and give other forms of credit with or without security, and to negotiate and make contracts and agreements in connection therewith.
- F. To aid by loan, subsidy, guaranty or in any other lawful manner any corporation directly or indirectly owning or controlling the Corporation or any corporation, firm, organization, association or other entity of which

any securities are in any manner directly or indirectly held by the Corporation or by any such owning or controlling corporation or in which the Corporation, any such owning or controlling corporation or any such corporation, firm, organization, association or entity may be or become otherwise interested; to guarantee the payment of dividends on any stock issued by any such owning or controlling corporation or any such corporation, firm, organization, association or entity, to guarantee or, with or without recourse against any such owning or controlling corporation or any such corporation, firm, organization, association or entity, to assume the payment of the principal of, or the interest on, any obligations issued or incurred by such owning or controlling corporation or such corporation, firm, organization, association or entity to do any and all other acts and things for the enhancement, protection or preservation of any securities which are in any manner, directly or indirectly, held, guaranteed or assumed by the Corporation or by any such owning or controlling corporation, and to do any and all acts and things designed to accomplish any such purpose.

- G. To borrow money for any business, object or purpose of the Corporation from time to time, without limit as to amounts to issue any kind of indebtedness, whether or not in connection with borrowing money, including evidences of indebtedness convertible into stock of the Corporation or of any other corporation directly or indirectly owning or controlling the Corporation, to secure the payment of any evidence of indebtedness by the creation of any interest in any of the property or rights of the Corporation, whether at that time owned or thereafter acquired.
- H. To the extent permitted by law, to render service, assistance, counsel and advice to, and to act as representative or agent in any capacity (whether managing, operating, financial, purchasing, selling, advertising or otherwise) of, any individual, corporation, firm, organization, association or other entity.
- I. To manufacture, purchase or otherwise acquire, hold, own, develop operate, mortgage, lease as lessor or lessee, license the use of, as licensor or licensee, transfer and grant franchises, options and rights in respect of, service, repair, maintain, sell, assign, exchange, mortgage, pledge, or otherwise dispose of or deal in and with, in any lawful capacity, goods, wares, merchandise, and real and personal property of every class and description, wherever located or used; to render any and all services in connection therewith, and in general, to operate and conduct a general leasing and rental business.
- J. To engage in any commercial, financial, mercantile, industrial, manufacturing, marine, exploration, mining, agricultural, research, licensing, servicing, or agency business not prohibited by law, and any, some or all of the foregoing.

The purpose and powers specified in the foregoing paragraphs shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other paragraph in this Amended and Restated Certificate of Incorporation, but the purposes and powers specified in each of the foregoing paragraphs of this Article shall be regarded as independent purposes and powers.

The Corporation shall possess and may exercise all powers and privileges necessary or convenient to affect any or all of the foregoing purposes, or to further any or all of the foregoing powers, and the enumeration herein of any specific purposes or powers shall not be held to limit or restrict in any manner the exercise by the Corporation of the general powers now or hereafter conferred by the laws of the State of New York upon corporations formed under the Business Corporation Law.

THIRD: The Corporation is to have an office located in the City, County and State of New York.

FOURTH: The Corporation shall have the authority to issue an aggregate of 200,000 shares of common stock, par value \$1 per share. The holders of shares of common stock shall not have any preemptive rights.

FIFTH: The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: c/o CT Corporation System, 111 Eighth Avenue, New York, New York 10011.

SIXTH: The name and address of the registered agent which is to be the agent of the corporation upon whom process against it may be served, are CT Corporation System, 111 Eighth Avenue, New York, New York 10011.

SEVENTH: To the fullest extent permitted under Section 402 of the Business Corporation Law, no director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity, provided that this provision shall not limit the ability of any director if a judgment or other financial adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that his or her acts violated Section 719 of the Business Corporation Laws, or the liability of any director for any act or omission prior to adoption of a provision authorized by this Article.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 17th day
of March, 2005.


David G. Schneider
President



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AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

BT INTERNATIONAL TRADING CORPORATION

UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 21 2005
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New York

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DRAWDOWN

CITIMORTGAGE, INC.
P.O. BOX 790104
ST. LOUIS, MO 63179

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