

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

119528



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 Genesis Financial Solutions, 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 3/29/01 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 \_\_\_\_\_

6. The address of its proposed registered office in Rhode Island is 107 Danielson Pike  
(Street Address, not P.O. Box)

Scituate RI 02857  
(City/Town) (Zip Code)

and the name of its proposed registered agent in Rhode Island at that address is LEXIS Document Services Inc.  
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Bill Collections

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

	Name	Address
Director	<del>Delaware does not require directors.</del>	
Director	<u>See attached</u>	
President	<u>see attached</u>	
Vice President		
Treasurer		
Secretary		

**FILED**

JUL 23 2001

By 268563

10. 11. 2001  
102 01  
SECRETARY OF STATE  
PROVIDENCE, RHODE ISLAND

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
2,900,000	Common	Series A	.01
100,000	Preferred	Series A	.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
2,000,000	Common	Series A	.01
3,000	Preferred	Series A	.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 3,200,000

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0

(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 0 % [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 \$ 4,800,000

(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

(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 0 % [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: 6-12-01

Genesis Financial Solutions, Inc.

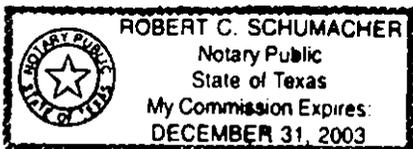
Print Exact Name of Corporation Making Application

By [Signature]  
 President or  Vice President (check one)

By [Signature]  
 Secretary or  Assistant Secretary (check one)

STATE OF Texas  
 COUNTY OF Bell

In Texas on this 12 day of JUNE, 2001, personally appeared before me ROBERT C. SCHUMACHER who, being by me first duly sworn, declared that he/she is the 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.



Notary Public  
 My Commission Expires: DEC 31, 2003

Genesis Financial Solutions, Inc.

LIST OF DIRECTORS

**DIRECTOR**

Irving Levin  
10300 SW Greenburg Road, Suite 550  
Portland OR 97223

**DIRECTORS**

Matt Cassell  
4001 McEwen Drive, Suite 200  
Dallas TX 75244

**Genesis Financial Solutions, Inc.**

**LIST OF OFFICERS**

**President**

Irving J. Levin

Home Address: 12737 SW Iron Mountain Blvd.  
Portland, OR 97219

Phone #: 503-697-7511

SS#: 314-50-1636

DOB: 5/10/51

**Vice President**

Brian J. Enneking

Home Address: 12620 SW 9<sup>th</sup> Street  
Beaverton, OR 97005

Phone #: 503-350-1281

SS#: 544-15-8672

DOB: 3/8/72

**Vice President**

Robert C. Schumacher

Home Address: 704 Bond Street  
Copperas Cove, TX 76522

Phone #: 254-547-5337

SS#: 283-58-6807

DOB: 5/9/57

**Vice President**

Elaine D. Underwood

Home Address: 103 Oakmont Circle  
Harker Heights, TX 76548

Phone#: 254-953-2305

SS#: 259-62-9973

DOB: 10/27/43

**Vice President**

Vernon O. Fuller

Home Address: 230 NW 3<sup>rd</sup> Street  
Sherwood, OR 97140

Phone #: 503-625-1346

SS#: 550-69-9705

DOB 11/22/66

**Secretary**

Diana L. Hoff

Home Address: 10816 SW 64<sup>th</sup> Ave.  
Portland, OR 97219

Phone #: 503-244-1153

SS#: 556-43-2831

DOB: 8/2/64

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, 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 "GENESIS FINANCIAL SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2001, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

3368519 8100

AUTHENTICATION: 1239486

010324581

DATE: 07-12-01

**CERTIFICATE OF INCORPORATION  
OF  
GENESIS FINANCIAL SOLUTIONS, INC.**

1. **The name of the Corporation is:**  
  
GENESIS FINANCIAL SOLUTIONS, INC.
2. **Address.** The address of its registered office in the State of Delaware is 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. **Nature of Business.** 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. **Authorized Shares.** The total number of shares of all classes of stock which the Corporation shall have authority to issue is 3,000,000 shares, divided into the following:
  - (i) 100,000 shares of preferred stock, of the par value \$0.01 per share, and
  - (ii) 2,900,000 shares of common stock, of the par value \$0.01 per share.
5. **Terms Applicable to Preferred Stock.** The designations, powers, preferences, and rights, and the qualifications, limitations or restrictions of the preferred stock of the Corporation are as follows:
  - (A) The preferred stock may be issued from time to time as shares of one or more series in any amount, not exceeding in the aggregate, including all shares of any and all series previously issued, the total number of shares of preferred stock hereinabove authorized. All shares of any one series of preferred stock shall rank equally and be identical, except as to the times from which cumulative dividends, if any, thereon shall be cumulative.
  - (B) The Board of Directors of the Corporation is hereby expressly authorized from time to time to issue preferred stock as preferred stock of any series, and in connection with the creation of each such series to fix by the resolution or resolutions providing for the issue of shares thereof, the designations, preferences and relative, participating, optional, conditional, or other special rights, and qualifications, limitations, or restrictions thereof, of such series, to the full extent now or hereafter permitted by laws of the State of Delaware, including, without limitation, the following matters:
    - (i) The designation of such series;

(ii) The rate or amount and times at which, and the preferences and conditions under which, dividends shall be payable on shares of such series, the status of such dividends as cumulative or noncumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such series as participating or nonparticipating after the payment of dividends on shares which are entitled to any preference;

(iii) The voting rights, if any, of shares of such series in addition to those required by law, which may be full, limited, multiple, fractional, or none, including any right to vote as a class either generally or in connection with any specified matter or matters;

(iv) The amount, times, terms, and conditions, if any, upon which shares of such series shall be subject to redemption;

(v) The rights and preferences, if any, of the holders of shares of such series in the event of any liquidation, dissolution, or winding up of the Corporation;

(vi) Whether the shares of such series shall be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of such series, and if so entitled, the amount of such fund and the manner of its application; and

(vii) Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation, and if made so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and the adjustments, if any, at which such conversion or exchange may be made.

6. Common Stock. Except for the subject to those rights expressly granted to the holders of preferred stock, or any series thereof, by the Board of Directors, pursuant to the authority hereby vested in the Board of Directors or as provided by the laws of the State of Delaware, the holders of the Corporation's common stock shall have exclusively all rights of shareholders and shall possess exclusively all voting power.

7. Incorporator. The name and mailing address of the incorporator is as follows:

Matthew R. Cassell  
4001 McEwen Drive, Suite 200  
Dallas, Texas 75244

8. The Corporation is to have perpetual existence.

9. Power of Board. Except as otherwise provided in the Bylaws of the Corporation, 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 Bylaws of the Corporation.

10. Classes of Board. The Directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of Directors constituting the entire Board of Directors. At the 2001 annual meeting of stockholders, Class I Directors, Class II Directors and Class III Directors, respectively, shall be elected for the following terms: (i) the Class I Directors will serve a term expiring on the date of the Corporation's annual meeting of stockholders in 2002; (ii) the Class II Directors will serve a term expiring on the date of the Corporation's annual meeting of stockholders in 2003; and (iii) Class III Directors will serve a term expiring on the date of the Corporation's annual meeting of stockholders in 2004. At each succeeding annual meeting of stockholders, beginning in 2002, successors to the class of Directors whose term expires at that annual meeting shall be elected for a three-year term. If the authorized number of Directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Directors in each class as nearly equal as possible, but in no case will a decrease in the number of Directors shorten the term of any incumbent Director. A Director shall serve until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation or removal.

11. Stockholder Meetings, Election of Directors. Meetings of the stockholders may be held within or without the State of Delaware, as the Bylaws 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 Bylaws of the Corporation. Elections of Directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

12. Cumulative Voting. Cumulative voting by the stockholders of the Corporation at any election of directors of the Corporation or on any other matter subject to Stockholders approval is hereby prohibited.

13. Indemnification. To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), liability, loss, judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, upon a plea of *nolo contendere* or equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Such indemnity shall inure to the benefit of the heirs, executors and administrators of any such person so indemnified pursuant to this Article. The right to indemnification under this Article shall be a contract right and shall include, with respect to directors and officers, the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its disposition; provided however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its board of directors, pay such expenses incurred by employees and agents of the Corporation upon such terms as the board of directors deems appropriate. Such indemnification and advancement of expenses shall be in addition to any other rights to which those seeking indemnification and advancement of expenses may be entitled under any law, Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation may, to the fullest extent permitted by applicable law, at any time without further stockholder approval, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

Any repeal or amendment of this Article by the stockholders of the Corporation or by changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and shall not adversely affect any right to indemnification or advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or amendment. In addition to the foregoing, the right to indemnification and advancement of expenses shall be to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable law and all amendments to such laws as hereafter enacted from time to time.

14. Fiduciary Duty. No director of the Corporation shall have any personal liability to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision eliminating such personal liability of a director shall not eliminate or limit the liability of a director (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 intentional misconduct or a knowing violation of law, (iii) under §174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

15. Other Business Activities. No stockholder, director or officer of the Corporation shall be precluded from, limited in any manner from, or liable to the Corporation or its stockholders by

MAR.29.2001 4:35PM UICI-EXEC. OFFICES For MJP - Received 03/29/2001 15:34 in 03:50 on line (1) for MJP \* Pg 6/7 NO.515 P.6

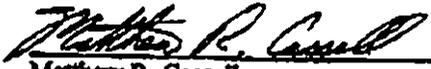
reason of the fact that such stockholder, director or officer engages in business activities of any nature or description outside of the primary business focus of the Corporation described above. Neither any stockholder nor the Corporation shall have any right, by virtue of the relationship created by this Certificate of Incorporation or otherwise, to any interest in such ventures or activities, or to the income or proceeds thereof. The pursuit of such ventures shall not be deemed wrongful, improper, or a violation of the corporate opportunity doctrine.

16. Amendments. 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 law and all rights conferred on officers, directors, and stockholders herein are granted subject to this reservation.

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I, THE UNDERSIGNED, being the 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 stated herein are true, and accordingly, have hereunto set my hand this 29th day of March, 2001.

  
Matthew R. Cassell