

Filing Fee: \$150.00

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

ID Number: 101534



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

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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 Service Agreement Corporation
2. It is incorporated under the laws of Michigan
3. The name which it elects to use in Rhode Island is _____

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

4. The date of its incorporation is June 25, 1998 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 _____
3044 W. Grand Blvd. MC:482-1x3-301, Detroit, Michigan 48202
6. The address of its proposed registered office in Rhode Island is 123 Dyer Street
Providence , RI 02903 (Street)
(City/Town) (Zip Code) and the name of its proposed registered agent in
Rhode Island at that address is C T Corporation System

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

See attached purpose clause

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

	Name	Address
Director	<u>See attached list of directors.</u>	_____
Director	_____	_____
President	<u>See attached list of officers</u>	_____
Vice President	<u>See attached list of officers</u>	_____
Secretary	<u>See attached list of officers</u>	_____
Treasurer	<u>See attached list of officers</u>	_____

Form No. 27A
Revised 5/97

(RI - 2175 - 6/24/97)CT System

FILED

JUL 14 1998

By MD 205795

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
100,000	Common	(No series)	\$0.10

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
5,000	Common	(No series)	\$0.10

11. 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 0.00%; and 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 0.00%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 0

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 0

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 480,197,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 0

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 29, 19 98

GMAC Service Agreement Corporation

(Exact Corporate Name of Corporation Making Application)

By

☐ President

or

☒ Vice President

(check one)

John P. Boris

AND

By

☐ Secretary

or

☒ Assistant Secretary

(check one)

Robert L. Donnay

STATE OF Michigan
COUNTY OF Wayne

In Detroit, on this 29th day of June, 19 98, personally appeared before me Robert L. Donnay, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

Latisha Bell
Notary Public

My Commission Expires: Dec 2, 2001

LATRISHA BELL

Notary Public, Wayne County, MI
My Commission Expires Dec. 2, 2001

Appendix to Rhode Island
Application for Certificate of Authority

**Purpose Clause of
GMAC Service Agreement Corporation**

GMAC Service Agreement Corporation is a general business corporation with the purpose of marketing, and functioning as an obligor of, extended service contracts. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

Appendix to Rhode Island
Application for Certificate of Authority

**Directors of
GMAC Service Agreement Corporation**

1. John D. Finnegan
3044 W. Grand Blvd. MC:482-1x3-301
Detroit, Michigan 48202
2. John E. Gibson
3044 W. Grand Blvd. MC:482-1x3-301
Detroit, Michigan 48202
3. Carol J. Knorr
3044 W. Grand Blvd. MC:482-1x3-301
Detroit, Michigan 48202
4. William F. Muir
3044 W. Grand Blvd. MC:482-1x3-301
Detroit, Michigan 48202
5. William B. Noll
3044 W. Grand Blvd. MC:482-1x3-301
Detroit, Michigan 48202

Appendix to Rhode Island
Application for Certificate of Authority

**Officers of
GMAC Service Agreement Corporation**

1. William B. Noll, President
3044 W. Grand Blvd. MC:482-1x3-301
Detroit, Michigan 48202
2. John P. Boris, Vice President
3044 W. Grand Blvd. MC:482-1x3-301
Detroit, Michigan 48202
3. Louis S. Carrio, Jr., Vice President
3044 W. Grand Blvd. MC:482-1x3-301
Detroit, Michigan 48202
4. Cathy L. Quenneville, Secretary
3044 W. Grand Blvd. MC:482-1x3-301
Detroit, Michigan 48202
5. John J. Dunn, Jr., Treasurer
3044 W. Grand Blvd. MC:482-1x3-301
Detroit, Michigan 48202
6. Robert L. Donnay, Asst. Secretary
3044 W. Grand Blvd. MC:482-1x3-301
Detroit, Michigan 48202

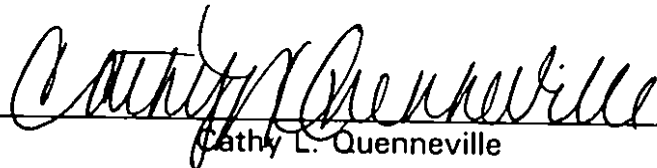
CONSENT TO USE OF NAME

The undersigned hereby certifies that the proposed name GMAC Service Agreement Corporation does not so nearly resemble General Motors Acceptance Corporation ("GMAC"), or any of GMAC's wholly-owned direct or indirect subsidiaries listed below, as to tend to confuse or deceive, and that consent is hereby granted for the use of such name.

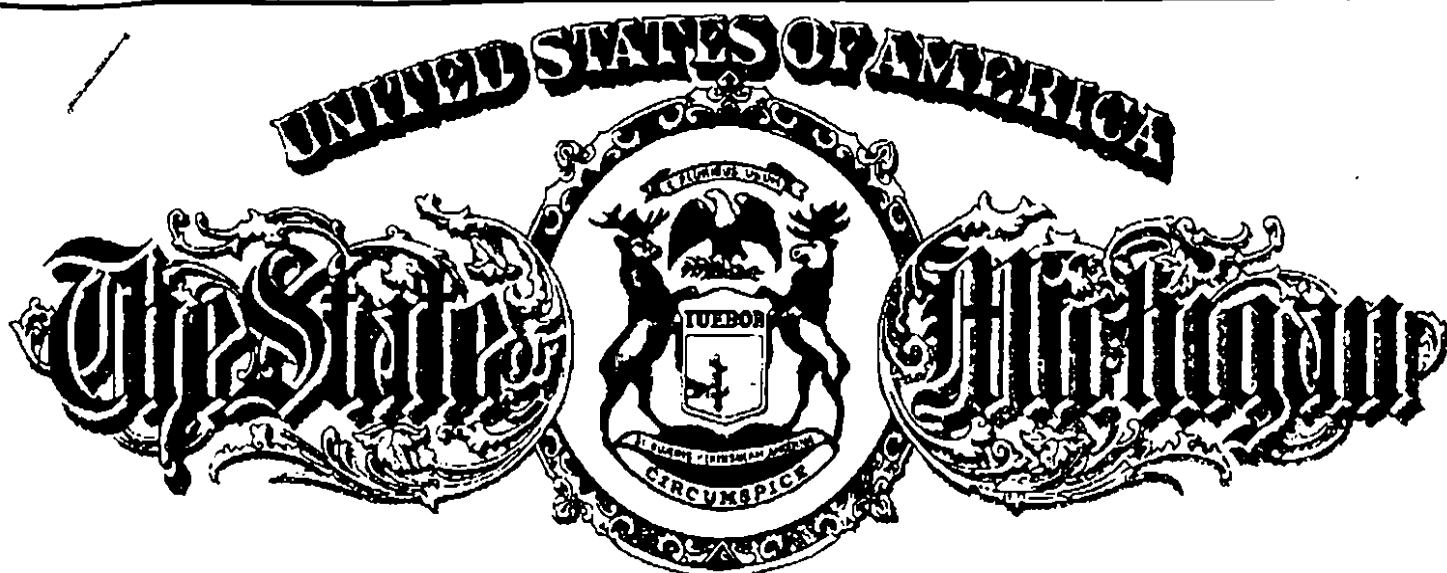
GMAC Commercial Corporation
GMAC Commercial Holding Corp.
GMAC Commercial Mortgage Corporation
GMAC Commercial Mortgage Securities, Inc.
GMAC Commercial Realty, Inc.
GMAC Insurance Holdings, Inc.
GMAC International Corporation
GMAC Leasing Corporation
GMAC Mortgage Asset Management
GMAC Mortgage Corporation
GMAC Mortgage Corporation of TN
GMAC Mortgage Group, Inc.
GMAC Mortgage Holdings, Inc.
GMAC Mortgage Securities, Inc.
GMAC Mortgage Securities II, Inc.
GMAC Mortgage Venture, Inc.
GMAC Mortgage Venture II, Inc.
GMAC Residential Holding Corp.
GMAC RF, INC.
GMAC Securities Corporation

Dated: July 6, 1998

GENERAL MOTORS ACCEPTANCE CORPORATION

By 
Cathy L. Quenneville
Secretary

RECEIVED
DIVISION OF REVENUE
STATE OF MISSISSIPPI
JUL 14 1998



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29th day of June, 1998.

Julie Coll

, Director