

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Subaru Acceptance Corporation

To the Secretary of State
of the State of Rhode Island

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:

FIRST: The name of the corporation is Subaru Acceptance Corporation

SECOND: The name which it elects to use in Rhode Island is

Subaru Acceptance Corporation

(If the name of 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;)

THIRD: It is incorporated under the laws of New Jersey

FOURTH: The date of its incorporation is 6-4-91 and the period of its duration is perpetual.

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 2235 Route 70 West, Cherry Hill, NJ 08002

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are Commercial lending and any and all lawful business in which corporations may engage in this state.

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CORPORATION

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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
George T. Muller	Director	2235 Route 70 West, Cherry Hill, NJ 08002
Scott R. Beagle	Director	same
Thomas R. Gibson	Director	same
George T. Muller	President	same
Scott R. Beagle	Vice President & Treasurer	same
Philip L. Lustbader	Secretary	same
Joseph T. Scharff	Asst. Treasurer	same
Sheila S. Gallucci	Asst. Sec.	same

NINTH: 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
25,000	Common	-	\$1.00

TENTH: 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	Common	-	\$1.00

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ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ NONE

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ NONE

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,034,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 14,000

FIFTEENTH: This Application is accompanied by a copy 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 28, 19 91

SUBARU ACCEPTANCE CORPORATION

(Exact Corporate Name of Corporation Making Application)

By Scott R. Beagle
Its vice President
and Sheila S. Gallucci
Its Asst. Secretary

STATE OF New Jersey }
COUNTY OF Camden } Sc.

At Cherry Hill, New Jersey in said County on the 28th day of June 19 91, before me personally appeared Scott R. Beagle, who being by me first duly sworn, declared that he is the Vice President of Subaru Acceptance Corporation, that he signed the foregoing document as such Vice President of the corporation, and that the statements therein contained are true.

Susan Patton
Notary Public

SUSAN PATTON
Notary Public of New Jersey
My Commission Expires March 25, 1993

(NOTARIAL SEAL)

STATE
CORPORATIONS DIV.
JUL 1 9 55 AM '91

I, The Secretary of State of the State Of New Jersey, DO HEREBY CERTIFY that the foregoing is A true copy of CERTIFICATE OF *Incorporation* and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the *4th* day of *June*, A.D. 1991 and now remaining on file and of record therein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this *26th* day of *June*, A.D. 1991

Joan Habeeb
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION (For Use by Domestic Profit Corporations)

THIS IS TO CERTIFY THAT, there is hereby organized a corporation under and by virtue of the above noted Statute of the New Jersey Statutes.

1. Name of Corporation: Subaru Acceptance Corporation

2. Registered Agent: THE CORPORATION TRUST COMPANY

3. Registered Office: 28 West State Street (Street and Postal Designation, if Applicable) (City) Trenton (State) New Jersey (Zip) 08608

4. The purpose(s) for which this corporation is organized is (are) to engage in any activity within the purposes for which corporations may be organized under N.J.S.A. 14A:1-1 et seq.

5. The aggregate number of shares which the corporation shall have authority to issue is: 25,000 shares of common stock.

6. If applicable, set forth the designation of each class and series of shares, the number in each and a statement of the relative rights, preferences and limitations. N/A

7. If applicable, set forth a statement of any authority vested in the board to divide the shares into classes or series or both and to determine or change their designation number, relative rights, preferences and limitations. N/A

8. The first Board of Directors shall consist of 2 Directors (minimum of one)

INB FILED JUN 4 1991

Table with columns: Name, Street Address, City, State, Zip. Rows: Thomas R. Gibson, George T. Muller.

9. Name and Address of Incorporator(s).

JOAN HABERLE Secretary of State - 0699677

Table with columns: Name, Street Address, City, State, Zip. Row: Susan R. Patton.

10. The duration of the corporation is: Perpetual

11. Other provisions: None

12. Effective Date (if other than date of filing): (Not to exceed 90 days from date of filing)

IN WITNESS WHEREOF, each individual incorporator being over eighteen years of age has signed this certificate, or if the incorporator is a corporation has caused this Certificate to be signed by its duly authorized officers this 24th day of May 19 91

Signature: Susan R. Patton Susan R. Patton

Signature: Signature:

The purpose of this form is to simplify the filing requirements of the Secretary of State and does not replace the need for competent legal advice.

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