

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
Articles of
Merger
filed on
August 17, 1999
for

AVCO FINANCIAL SERVICES OF OREGON, INC.

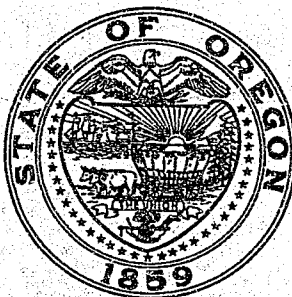
merging into

ASSOCIATES FINANCIAL SERVICES COMPANY OF OREGON, INC.

is a true copy of the original document
that has been filed with this office.

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State



By Jana S. Breneman
Jana S. Breneman
September 15, 1999



Phone: (503) 986-2200
Fax: (503) 378-4381
Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

42813

Articles of Merger

For office use only

FILED

AUG 17 1999

OREGON

SECRETARY OF STATE

Registry Number: 071345-13

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION ONLY

1) NAMES OF THE CORPORATIONS PROPOSING TO MERGE

A. Avco Financial Services of Oregon, Inc.

B. _____

2) NAME OF THE SURVIVING CORPORATION Associates Financial Services Company of Oregon, Inc.

☐ Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED.

4) CHECK THE APPROPRIATE STATEMENTS FOR CORPORATION A AND CORPORATIONS B BELOW.

Corporation A

- ☒ Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
☐ Shareholder/membership approval was required. The vote was as follows:

If Corporation A is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

If Corporation A is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Corporation B

- ☒ Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
☐ Shareholder/membership approval was required. The membership vote was as follows:

If Corporation B is a business/professional corporation:

Class or series of shares	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

If Corporation B is a nonprofit corporation:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION Associates Financial Services Company of Oregon, Inc.

Oregon Registry Number _____

6) NAME OF SUBSIDIARY CORPORATION Avco Financial Services of Oregon, Inc.

Oregon Registry Number _____

7) NAME OF SURVIVING CORPORATION Associates Financial Services Company of Oregon, Inc.

8) COPY OF PLAN

- ☒ A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

- ☐ A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ 19____.
☒ The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Printed Name

Karen L. Robb

Signature

Karen L. Robb

Title

Assistant Secretary

11) CONTACT NAME

DAYTIME PHONE NUMBER

CR117 (Rev. 8/96)

FEES

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED

PLAN OF MERGER

1. Associates Financial Services Company of Oregon, Inc., which is a business corporation of the State of Oregon and is the owner of all of the outstanding shares of Avco Financial Services of Oregon, Inc., which is also a business corporation of the State of Oregon, hereby merges Avco Financial Services of Oregon, Inc. into Associates Financial Services Company of Oregon, Inc. pursuant to the provisions of the Oregon Business Corporation Act.
2. The separate existence of Avco Financial Services of Oregon, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Oregon Business Corporation Act; and Associates Financial Services Company of Oregon, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Oregon Business Corporation Act.
3. The issued shares of Avco Financial Services of Oregon, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.
4. The Board of Directors and the proper officers of Avco Financial Services of Oregon, Inc. and Associates Financial Services Company of Oregon, Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

State of Oregon, County of Klamath
Recorded 10/27/99, at 8:46 a.m.
In Vol. M99 Page 42812
Linda Smith,
County Clerk Fee \$ 15.00